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Form 990

Return of Organization Exempt From Income Tax

OMB No 1545-0047

2017

Open to Public Inspection

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public

Information about Form 990 and its instructions is at [www.irs.gov/form990](#)

Department of the Treasury  
Internal Revenue Service

A For the 2017 calendar year, or tax year beginning 07-01-2017 , and ending 06-30-2018

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Final return/terminated

☐ Amended return

☐ Application pending

C Name of organization

Baylor Scott & White Holdings

Doing business as

Number and street (or P O box if mail is not delivered to street address)

Room/suite

2001 Bryan Street No 2200

City or town, state or province, country, and ZIP or foreign postal code

Dallas, TX 75201

F Name and address of principal officer

James Hinton

4005 Crutcher Suite 310

Dallas, TX 75246

H(a) Is this a group return for subordinates?

☐ Yes ☒ No

H(b) Are all subordinates included?

☐ Yes ☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number

I Tax-exempt status

☒ 501(c)(3) ☐ 501(c) ( ) ◀(insert no ) ☐ 4947(a)(1) or ☐ 527

J Website: ▶

www.bswhealth.com

K Form of organization

☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation

2013

M State of legal domicile

TX

D Employer identification number

46-3130985

E Telephone number

(214) 820-4135

G Gross receipts \$

72,787,143

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities

Faith based supporting organization serving as the parent corporation to a network of acute care hospitals and related health care entities that provide patient care, medical education, medical research and community services

2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)

4 Number of independent voting members of the governing body (Part VI, line 1b)

5 Total number of individuals employed in calendar year 2017 (Part V, line 2a)

6 Total number of volunteers (estimate if necessary)

7a Total unrelated business revenue from Part VIII, column (C), line 12

7b Net unrelated business taxable income from Form 990-T, line 34

Revenue

8 Contributions and grants (Part VIII, line 1h)

9 Program service revenue (Part VIII, line 2g)

10 Investment income (Part VIII, column (A), lines 3, 4, and 7d )

11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)

12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)

Expenses

13 Grants and similar amounts paid (Part IX, column (A), lines 1–3 )

14 Benefits paid to or for members (Part IX, column (A), line 4)

15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)

16a Professional fundraising fees (Part IX, column (A), line 11e)

b Total fundraising expenses (Part IX, column (D), line 25) ▶0

17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)

18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)

19 Revenue less expenses Subtract line 18 from line 12

Net Assets or Fund Balances

20 Total assets (Part X, line 16)

21 Total liabilities (Part X, line 26)

22 Net assets or fund balances Subtract line 21 from line 20

Prior Year

Current Year

051,947

16,861,21330,781,370

11,531,17333,655,526

00

28,392,38664,488,843

00

15,691,55020,679,853

00

131,910,656142,930,683

147,602,206163,610,536

-119,209,820-99,121,693

Beginning of Current Year

End of Year

1,921,733,2432,423,356,895

1,918,845,2172,331,403,023

2,888,02691,953,872

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here

\*\*\*\*\*

Signature of officer

Penny Cermak Chief Financial Officer

Type or print name and title

2019-05-13

Date

Paid Preparer Use Only

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no

May the IRS discuss this return with the preparer shown above? (see instructions)

☐ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2017)

**Part III Statement of Program Service Accomplishments**

Check if Schedule O contains a response or note to any line in this Part III ☒

**1** Briefly describe the organization's mission

Founded as a Christian ministry of healing, Baylor Scott & White Health promotes the well-being of all individuals, families and communities

**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O

**3** Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

**4** Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

**4a** (Code ) (Expenses \$ 146,530,333 including grants of \$ 0 ) (Revenue \$ 30,781,370 )  
See Additional Data






















**4b** (Code ) (Expenses \$ including grants of \$ ) (Revenue \$ )

**4c** (Code ) (Expenses \$ including grants of \$ ) (Revenue \$ )

**4d** Other program services (Describe in Schedule O )  
(Expenses \$ including grants of \$ ) (Revenue \$ )

**4e** Total program service expenses ► 146,530,333

**Part IV Checklist of Required Schedules**

|  | Yes            | No |
|--|----------------|----|
| <b>1</b> Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A    | <b>1</b> Yes   |    |
| <b>2</b> Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?   | <b>2</b> Yes   |    |
| <b>3</b> Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I   | <b>3</b>       | No |
| <b>4 Section 501(c)(3) organizations.</b><br>Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II    | <b>4</b> Yes   |    |
| <b>5</b> Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III    | <b>5</b>       | No |
| <b>6</b> Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I   | <b>6</b>       | No |
| <b>7</b> Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II    | <b>7</b>       | No |
| <b>8</b> Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III    | <b>8</b>       | No |
| <b>9</b> Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV                  | <b>9</b>       | No |
| <b>10</b> Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V    | <b>10</b>      | No |
| <b>11</b> If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable   |                |    |
| <b>a</b> Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI    | <b>11a</b> Yes |    |
| <b>b</b> Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII    | <b>11b</b> Yes |    |
| <b>c</b> Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII    | <b>11c</b> Yes |    |
| <b>d</b> Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX    | <b>11d</b>     | No |
| <b>e</b> Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X    | <b>11e</b> Yes |    |
| <b>f</b> Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X   | <b>11f</b> Yes |    |
| <b>12a</b> Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII   | <b>12a</b>     | No |
| <b>b</b> Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional    | <b>12b</b> Yes |    |
| <b>13</b> Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E  | <b>13</b>      | No |
| <b>14a</b> Did the organization maintain an office, employees, or agents outside of the United States?   | <b>14a</b>     | No |
| <b>b</b> Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV  | <b>14b</b> Yes |    |
| <b>15</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV    | <b>15</b>      | No |
| <b>16</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV    | <b>16</b>      | No |
| <b>17</b> Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)  | <b>17</b>      | No |
| <b>18</b> Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II   | <b>18</b>      | No |
| <b>19</b> Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III   | <b>19</b>      | No |

**Part IV Checklist of Required Schedules** (continued)

|  | Yes | No |
|--|-----|----|
| <b>20a</b> Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H . . . . .</i>  |     | No |
| <b>b</b> If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?  |     |    |
| <b>21</b> Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II . . . . .</i>   |     | No |
| <b>22</b> Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III . . . . .</i>   |     | No |
| <b>23</b> Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J . . . . .</i>  | Yes |    |
| <b>24a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a . . . . .</i>                           | Yes |    |
| <b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . . .   |     | No |
| <b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .  |     | No |
| <b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . . .   |     | No |
| <b>25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b><br>Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I . . . . .</i>  |     | No |
| <b>b</b> Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I . . . . .</i>  |     | No |
| <b>26</b> Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II . . . . .</i>                                 |     | No |
| <b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III . . . . .</i> |     | No |
| <b>28</b> Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)   |     |    |
| <b>a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV . . . . .</i>  |     | No |
| <b>b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV . . . . .</i>   |     | No |
| <b>c</b> An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV . . . . .</i>   |     | No |
| <b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M . . . . .</i>  |     | No |
| <b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M . . . . .</i>  |     | No |
| <b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I . . . . .</i>  |     | No |
| <b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II . . . . .</i>  |     | No |
| <b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I . . . . .</i>  |     | No |
| <b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1 . . . . .</i>  | Yes |    |
| <b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)?   | Yes |    |
| <b>b</b> If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2 . . . . .</i>  | Yes |    |
| <b>36 Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2 . . . . .</i>  |     | No |
| <b>37</b> Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI . . . . .</i>   |     | No |
| <b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .  | Yes |    |

**Part V Statements Regarding Other IRS Filings and Tax Compliance**Check if Schedule O contains a response or note to any line in this Part V ☐

|            |  | Yes | No |
|------------|--|-----|----|
| <b>1a</b>  | Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.  | 31  |    |
| <b>b</b>   | Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.   | 0   |    |
| <b>c</b>   | Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?   | Yes |    |
| <b>2a</b>  | Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.   | 36  |    |
| <b>b</b>   | If at least one is reported on line 2a, did the organization file all required federal employment tax returns?<br><b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).        | Yes |    |
| <b>3a</b>  | Did the organization have unrelated business gross income of \$1,000 or more during the year?  | Yes |    |
| <b>b</b>   | If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O.   | Yes |    |
| <b>4a</b>  | At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? | Yes |    |
| <b>b</b>   | If "Yes," enter the name of the foreign country: <b>CJ</b><br>See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).  |     |    |
| <b>5a</b>  | Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?  |     | No |
| <b>b</b>   | Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?   |     | No |
| <b>c</b>   | If "Yes," to line 5a or 5b, did the organization file Form 8886-T?   |     |    |
| <b>6a</b>  | Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?                                    |     | No |
| <b>b</b>   | If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?  |     |    |
| <b>7</b>   | <b>Organizations that may receive deductible contributions under section 170(c).</b>   |     |    |
| <b>a</b>   | Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?  |     | No |
| <b>b</b>   | If "Yes," did the organization notify the donor of the value of the goods or services provided?  |     |    |
| <b>c</b>   | Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?   |     | No |
| <b>d</b>   | If "Yes," indicate the number of Forms 8282 filed during the year.   | 7d  |    |
| <b>e</b>   | Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  |     | No |
| <b>f</b>   | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?   |     | No |
| <b>g</b>   | If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?   |     |    |
| <b>h</b>   | If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?   |     |    |
| <b>8</b>   | <b>Sponsoring organizations maintaining donor advised funds.</b><br>Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?  |     |    |
| <b>9a</b>  | Did the sponsoring organization make any taxable distributions under section 4966?   |     |    |
| <b>b</b>   | Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?  |     |    |
| <b>10</b>  | <b>Section 501(c)(7) organizations.</b> Enter  |     |    |
| <b>a</b>   | Initiation fees and capital contributions included on Part VIII, line 12.  | 10a |    |
| <b>b</b>   | Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.   | 10b |    |
| <b>11</b>  | <b>Section 501(c)(12) organizations.</b> Enter   |     |    |
| <b>a</b>   | Gross income from members or shareholders.   | 11a |    |
| <b>b</b>   | Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).   | 11b |    |
| <b>12a</b> | <b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?  | 12a |    |
| <b>b</b>   | If "Yes," enter the amount of tax-exempt interest received or accrued during the year.   | 12b |    |
| <b>13</b>  | <b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>  |     |    |
| <b>a</b>   | Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.  | 13a |    |
| <b>b</b>   | Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.   | 13b |    |
| <b>c</b>   | Enter the amount of reserves on hand.  | 13c |    |
| <b>14a</b> | Did the organization receive any payments for indoor tanning services during the tax year?   | 14a | No |
| <b>b</b>   | If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.   | 14b |    |

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI ☒

**Section A. Governing Body and Management**

|           |   | Yes | No |
|-----------|---|-----|----|
| <b>1a</b> | Enter the number of voting members of the governing body at the end of the tax year   |     |    |
|           | If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O    |     |    |
| <b>b</b>  | Enter the number of voting members included in line 1a, above, who are independent  |     |    |
| <b>2</b>  | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?   | Yes |    |
| <b>3</b>  | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? |     | No |
| <b>4</b>  | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?  | Yes |    |
| <b>5</b>  | Did the organization become aware during the year of a significant diversion of the organization's assets?  |     | No |
| <b>6</b>  | Did the organization have members or stockholders?  |     | No |
| <b>7a</b> | Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?  |     | No |
| <b>b</b>  | Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?   |     | No |
| <b>8</b>  | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:   |     |    |
| <b>a</b>  | The governing body?   | Yes |    |
| <b>b</b>  | Each committee with authority to act on behalf of the governing body?   | Yes |    |
| <b>9</b>  | Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O        |     | No |

**Section B. Policies** (This Section B requests information about policies not required by the Internal Revenue Code.)

|            |  | Yes | No |
|------------|--|-----|----|
| <b>10a</b> | Did the organization have local chapters, branches, or affiliates?   |     | No |
| <b>b</b>   | If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?   |     |    |
| <b>11a</b> | Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?  | Yes |    |
| <b>b</b>   | Describe in Schedule O the process, if any, used by the organization to review this Form 990   |     |    |
| <b>12a</b> | Did the organization have a written conflict of interest policy? If "No," go to line 13  | Yes |    |
| <b>b</b>   | Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?  | Yes |    |
| <b>c</b>   | Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done   | Yes |    |
| <b>13</b>  | Did the organization have a written whistleblower policy?  | Yes |    |
| <b>14</b>  | Did the organization have a written document retention and destruction policy?   | Yes |    |
| <b>15</b>  | Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?   |     |    |
| <b>a</b>   | The organization's CEO, Executive Director, or top management official   | Yes |    |
| <b>b</b>   | Other officers or key employees of the organization  | Yes |    |
|            | If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)   |     |    |
| <b>16a</b> | Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?  |     | No |
| <b>b</b>   | If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? |     |    |

**Section C. Disclosure**

**17** List the States with which a copy of this Form 990 is required to be filed: \_\_\_\_\_

**18** Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

**19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

**20** State the name, address, and telephone number of the person who possesses the organization's books and records.  
 James Pool 2001 Bryan Street Suite 2300 Dallas, TX 75201 (214) 820-2855

Check if Schedule O contains a response or note to any line in this Part VII ☐

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

Form **990** (2017)

[illegible]

|  |            |           |           |
|--|------------|-----------|-----------|
| <b>1b Sub-Total</b>  |            |           |           |
| <b>c Total from continuation sheets to Part VII, Section A</b> |            |           |           |
| <b>d Total (add lines 1b and 1c)</b>                           | 16,849,419 | 3,907,689 | 2,961,266 |

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ► 18

|          |   | Yes          | No |
|----------|---|--------------|----|
| <b>3</b> | Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual . . . . .</i>  | <b>3</b> Yes |    |
| <b>4</b> | For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual . . . . .</i> | <b>4</b> Yes |    |
| <b>5</b> | Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person . . . . .</i>                       | <b>5</b>     | No |

## Section B. Independent Contractors

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

| (A)<br>Name and business address  | (B)<br>Description of services | (C)<br>Compensation |
|---|--------------------------------|---------------------|
| Bain & Company Inc<br>PO Box 11321<br>Boston, MA 02211                          | Consulting Services            | 2,049,600           |
| J Taylor & Associates<br>4800 Overton Plaza Ste 360<br>Fort Worth, TX 761094430 | Consulting Services            | 601,192             |
| Huron Consulting Services LLC<br>8044 Solutions Center<br>Chicago, IL 60677     | Consulting Services            | 447,197             |
| Oliver Wyman Actuanal Consulting Inc<br>PO Box 5160<br>New York, NY 10087       | Consulting Services            | 373,698             |
| Kaufman Hall & Associates Inc<br>8610 Solution Center<br>Chicago, IL 60677      | Consulting Services            | 328,271             |

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ► 11

**Part VIII** **Statement of Revenue**

Check if Schedule O contains a response or note to any line in this Part VIII ☐

Contributions, Gifts, Grants  
and Other Similar Amounts

|           |  | (A)<br>Total revenue | (B)<br>Related or<br>exempt<br>function<br>revenue | (C)<br>Unrelated<br>business<br>revenue | (D)<br>Revenue<br>excluded from<br>tax under sections<br>512-514 |
|-----------|--|----------------------|--|---|--|
| <b>1a</b> | Federated campaigns . . .  | <b>1a</b>            |  |   |  |
| <b>b</b>  | Membership dues . . .  | <b>1b</b>            |  |   |  |
| <b>c</b>  | Fundraising events . . .   | <b>1c</b>            |  |   |  |
| <b>d</b>  | Related organizations  | <b>1d</b>            | 10,800   |   |  |
| <b>e</b>  | Government grants (contributions)  | <b>1e</b>            |  |   |  |
| <b>f</b>  | All other contributions, gifts, grants,<br>and similar amounts not included<br>above | <b>1f</b>            | 41,147   |   |  |
| <b>g</b>  | Noncash contributions included<br>in lines 1a-1f \$ _____                            |                      |  |   |  |
| <b>h</b>  | <b>Total.</b> Add lines 1a-1f . . . . . ▶  |                      | 51,947   |   |  |

Program Service Revenue

|           | Business Code                             |        |            |            |  |
|-----------|---|--------|------------|------------|--|
| <b>2a</b> | Corporate Services                        | 561110 | 30,781,370 | 30,781,370 |  |
| <b>b</b>  | _____                                     |        |            |            |  |
| <b>c</b>  | _____                                     |        |            |            |  |
| <b>d</b>  | _____                                     |        |            |            |  |
| <b>e</b>  | _____                                     |        |            |            |  |
| <b>f</b>  | All other program service revenue         |        |            |            |  |
| <b>g</b>  | <b>Total.</b> Add lines 2a-2f . . . . . ▶ |        | 30,781,370 |            |  |

Other Revenue

|            |   |                |               |            |            |            |
|------------|---|----------------|---------------|------------|------------|------------|
| <b>3</b>   | Investment income (including dividends, interest, and other<br>similar amounts) . . . . . ▶   |                | 32,252,697    |            | -5,310,564 | 37,563,261 |
| <b>4</b>   | Income from investment of tax-exempt bond proceeds . . . . . ▶  |                |               |            |            |            |
| <b>5</b>   | Royalties . . . . . ▶   |                |               |            |            |            |
| <b>6a</b>  | Gross rents   | (i) Real       | (ii) Personal |            |            |            |
| <b>b</b>   | Less rental expenses  |                |               |            |            |            |
| <b>c</b>   | Rental income or<br>(loss)  |                |               |            |            |            |
| <b>d</b>   | Net rental income or (loss) . . . . . ▶   |                |               |            |            |            |
| <b>7a</b>  | Gross amount<br>from sales of<br>assets other<br>than inventory   | (i) Securities | (ii) Other    |            |            |            |
|            |   | 9,701,129      |               |            |            |            |
| <b>b</b>   | Less cost or<br>other basis and<br>sales expenses   | 8,298,300      |               |            |            |            |
| <b>c</b>   | Gain or (loss)  | 1,402,829      |               |            |            |            |
| <b>d</b>   | Net gain or (loss) . . . . . ▶  |                | 1,402,829     |            |            | 1,402,829  |
| <b>8a</b>  | Gross income from fundraising events<br>(not including \$ _____ of<br>contributions reported on line 1c)<br>See Part IV, line 18 . . . . . <b>a</b> |                |               |            |            |            |
| <b>b</b>   | Less direct expenses . . . . . <b>b</b>   |                |               |            |            |            |
| <b>c</b>   | Net income or (loss) from fundraising events . . . . . ▶  |                |               |            |            |            |
| <b>9a</b>  | Gross income from gaming activities<br>See Part IV, line 19 . . . . . <b>a</b>  |                |               |            |            |            |
| <b>b</b>   | Less direct expenses . . . . . <b>b</b>   |                |               |            |            |            |
| <b>c</b>   | Net income or (loss) from gaming activities . . . . . ▶   |                |               |            |            |            |
| <b>10a</b> | Gross sales of inventory, less<br>returns and allowances . . . . . <b>a</b>   |                |               |            |            |            |
| <b>b</b>   | Less cost of goods sold . . . . . <b>b</b>  |                |               |            |            |            |
| <b>c</b>   | Net income or (loss) from sales of inventory . . . . . ▶  |                |               |            |            |            |
|            | Miscellaneous Revenue   | Business Code  |               |            |            |            |
| <b>11a</b> |   |                |               |            |            |            |
| <b>b</b>   |   |                |               |            |            |            |
| <b>c</b>   |   |                |               |            |            |            |
| <b>d</b>   | All other revenue . . . . .   |                |               |            |            |            |
| <b>e</b>   | <b>Total.</b> Add lines 11a-11d . . . . . ▶   |                |               |            |            |            |
| <b>12</b>  | <b>Total revenue.</b> See Instructions . . . . . ▶  |                | 64,488,843    | 30,781,370 | -5,310,564 | 38,966,090 |

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

**Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.**

|   | (A)<br>Total expenses | (B)<br>Program service expenses | (C)<br>Management and general expenses | (D)<br>Fundraising expenses |
|---|-----------------------|---------------------------------|--|-----------------------------|
| <b>1</b> Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21.  |                       |                                 |  |                             |
| <b>2</b> Grants and other assistance to domestic individuals. See Part IV, line 22.   |                       |                                 |  |                             |
| <b>3</b> Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, line 15 and 16.   |                       |                                 |  |                             |
| <b>4</b> Benefits paid to or for members.   |                       |                                 |  |                             |
| <b>5</b> Compensation of current officers, directors, trustees, and key employees.  | 15,972,734            |                                 | 15,972,734                             |                             |
| <b>6</b> Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).   |                       |                                 |  |                             |
| <b>7</b> Other salaries and wages.  | 3,713,849             | 3,713,849                       |  |                             |
| <b>8</b> Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions).   | 54,969                | 54,969                          |  |                             |
| <b>9</b> Other employee benefits.   | 500,087               | 500,087                         |  |                             |
| <b>10</b> Payroll taxes.  | 438,214               | 438,214                         |  |                             |
| <b>11</b> Fees for services (non-employees):  |                       |                                 |  |                             |
| <b>a</b> Management.  |                       |                                 |  |                             |
| <b>b</b> Legal.   |                       |                                 |  |                             |
| <b>c</b> Accounting.  |                       |                                 |  |                             |
| <b>d</b> Lobbying.  | 4,919                 |                                 | 4,919                                  |                             |
| <b>e</b> Professional fundraising services. See Part IV, line 17.   |                       |                                 |  |                             |
| <b>f</b> Investment management fees.  |                       |                                 |  |                             |
| <b>g</b> Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).  | 30,018,839            | 28,916,289                      | 1,102,550                              |                             |
| <b>12</b> Advertising and promotion.  | 39,096                | 39,096                          |  |                             |
| <b>13</b> Office expenses.  | 136,611               | 136,611                         |  |                             |
| <b>14</b> Information technology.   | 4,419,859             | 4,419,859                       |  |                             |
| <b>15</b> Royalties.  |                       |                                 |  |                             |
| <b>16</b> Occupancy.  | 4,926                 | 4,926                           |  |                             |
| <b>17</b> Travel.   | 149,528               | 149,528                         |  |                             |
| <b>18</b> Payments of travel or entertainment expenses for any federal, state, or local public officials.   | 2,677                 | 2,677                           |  |                             |
| <b>19</b> Conferences, conventions, and meetings.   | 11,358                | 11,358                          |  |                             |
| <b>20</b> Interest.   | 105,738,451           | 105,738,451                     |  |                             |
| <b>21</b> Payments to affiliates.   |                       |                                 |  |                             |
| <b>22</b> Depreciation, depletion, and amortization.  | 297,462               | 297,462                         |  |                             |
| <b>23</b> Insurance.  | 479                   | 479                             |  |                             |
| <b>24</b> Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O):   |                       |                                 |  |                             |
| <b>a</b> Special Functions.   | 819,208               | 819,208                         |  |                             |
| <b>b</b> Loss on Extinguishment.  | 720,570               | 720,570                         |  |                             |
| <b>c</b> Dues & Memberships.  | 503,224               | 503,224                         |  |                             |
| <b>d</b> Meals & Entertainment.   | 26,540                | 26,540                          |  |                             |
| <b>e</b> All other expenses.  | 36,936                | 36,936                          |  |                             |
| <b>25</b> Total functional expenses. Add lines 1 through 24e.   | 163,610,536           | 146,530,333                     | 17,080,203                             | 0                           |
| <b>26</b> Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.<br>Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) |                       |                                 |  |                             |

**Part X Balance Sheet**Check if Schedule O contains a response or note to any line in this Part IX ☐

|                                    |  |   |               | (A)<br>Beginning of year |               | (B)<br>End of year |           |
|------------------------------------|--|---|---------------|--------------------------|---------------|--------------------|-----------|
| <b>Assets</b>                      | <b>1</b>   | Cash—non-interest-bearing . . . . .   |               |                          | <b>1</b>      |                    |           |
|                                    | <b>2</b>   | Savings and temporary cash investments . . . . .  |               | 401,717,556              | <b>2</b>      | 354,515,598        |           |
|                                    | <b>3</b>   | Pledges and grants receivable, net . . . . .  |               |                          | <b>3</b>      |                    |           |
|                                    | <b>4</b>   | Accounts receivable, net . . . . .  |               | 746,731,595              | <b>4</b>      | 668,244,782        |           |
|                                    | <b>5</b>   | Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L . . . . .   |               |                          | <b>5</b>      |                    |           |
|                                    | <b>6</b>   | Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L . . . . . |               |                          | <b>6</b>      |                    |           |
|                                    | <b>7</b>   | Notes and loans receivable, net . . . . .   |               |                          | <b>7</b>      |                    |           |
|                                    | <b>8</b>   | Inventories for sale or use . . . . .   |               |                          | <b>8</b>      |                    |           |
|                                    | <b>9</b>   | Prepaid expenses and deferred charges . . . . .   |               | 1,258,956                | <b>9</b>      | 68,633             |           |
|                                    | <b>10a</b>   | Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D.  | <b>10a</b>    | 3,751,182                |               |                    |           |
|                                    | <b>b</b>   | Less: accumulated depreciation  | <b>10b</b>    | 1,538,405                | 4,765,750     | <b>10c</b>         | 2,212,777 |
|                                    | <b>11</b>  | Investments—publicly traded securities . . . . .  |               |                          | <b>11</b>     | 34,133,411         |           |
|                                    | <b>12</b>  | Investments—other securities. See Part IV, line 11 . . . . .  |               | 302,208,335              | <b>12</b>     | 611,851,172        |           |
|                                    | <b>13</b>  | Investments—program-related. See Part IV, line 11 . . . . .   |               | 423,866,522              | <b>13</b>     | 716,426,966        |           |
|                                    | <b>14</b>  | Intangible assets . . . . .   |               |                          | <b>14</b>     |                    |           |
|                                    | <b>15</b>  | Other assets. See Part IV, line 11 . . . . .  |               | 41,184,529               | <b>15</b>     | 35,903,556         |           |
| <b>16</b>                          | <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .   |   | 1,921,733,243 | <b>16</b>                | 2,423,356,895 |                    |           |
| <b>Liabilities</b>                 | <b>17</b>  | Accounts payable and accrued expenses . . . . .   |               | 12,347,112               | <b>17</b>     | 29,838,901         |           |
|                                    | <b>18</b>  | Grants payable . . . . .  |               |                          | <b>18</b>     |                    |           |
|                                    | <b>19</b>  | Deferred revenue . . . . .  |               |                          | <b>19</b>     |                    |           |
|                                    | <b>20</b>  | Tax-exempt bond liabilities . . . . .   |               | 756,527,592              | <b>20</b>     | 899,069,707        |           |
|                                    | <b>21</b>  | Escrow or custodial account liability. Complete Part IV of Schedule D . . . . .   |               |                          | <b>21</b>     |                    |           |
|                                    | <b>22</b>  | Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L . . . . .  |               |                          | <b>22</b>     |                    |           |
|                                    | <b>23</b>  | Secured mortgages and notes payable to unrelated third parties . . . . .  |               |                          | <b>23</b>     |                    |           |
|                                    | <b>24</b>  | Unsecured notes and loans payable to unrelated third parties . . . . .  |               | 1,084,720,000            | <b>24</b>     | 1,351,988,419      |           |
|                                    | <b>25</b>  | Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D . . . . .   |               | 65,250,513               | <b>25</b>     | 50,505,996         |           |
|                                    | <b>26</b>  | <b>Total liabilities.</b> Add lines 17 through 25 . . . . .   |               | 1,918,845,217            | <b>26</b>     | 2,331,403,023      |           |
| <b>Net Assets or Fund Balances</b> | <b>Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b> |   |               |                          |               |                    |           |
|                                    | <b>27</b>  | Unrestricted net assets . . . . .   |               | 2,888,026                | <b>27</b>     | 91,953,872         |           |
|                                    | <b>28</b>  | Temporarily restricted net assets . . . . .   |               |                          | <b>28</b>     |                    |           |
|                                    | <b>29</b>  | Permanently restricted net assets . . . . .   |               |                          | <b>29</b>     |                    |           |
|                                    | <b>Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.</b>                          |   |               |                          |               |                    |           |
|                                    | <b>30</b>  | Capital stock or trust principal, or current funds . . . . .  |               |                          | <b>30</b>     |                    |           |
|                                    | <b>31</b>  | Paid-in or capital surplus, or land, building or equipment fund . . . . .   |               |                          | <b>31</b>     |                    |           |
|                                    | <b>32</b>  | Retained earnings, endowment, accumulated income, or other funds . . . . .  |               |                          | <b>32</b>     |                    |           |
|                                    | <b>33</b>  | <b>Total net assets or fund balances</b> . . . . .  |               | 2,888,026                | <b>33</b>     | 91,953,872         |           |
|                                    | <b>34</b>  | <b>Total liabilities and net assets/fund balances</b> . . . . .   |               | 1,921,733,243            | <b>34</b>     | 2,423,356,895      |           |

**Part XI Reconciliation of Net Assets**Check if Schedule O contains a response or note to any line in this Part XI ☒

|           |   |           |             |
|-----------|---|-----------|-------------|
| <b>1</b>  | Total revenue (must equal Part VIII, column (A), line 12)   | <b>1</b>  | 64,488,843  |
| <b>2</b>  | Total expenses (must equal Part IX, column (A), line 25)  | <b>2</b>  | 163,610,536 |
| <b>3</b>  | Revenue less expenses Subtract line 2 from line 1   | <b>3</b>  | -99,121,693 |
| <b>4</b>  | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))                     | <b>4</b>  | 2,888,026   |
| <b>5</b>  | Net unrealized gains (losses) on investments  | <b>5</b>  | 29,961,284  |
| <b>6</b>  | Donated services and use of facilities  | <b>6</b>  |             |
| <b>7</b>  | Investment expenses   | <b>7</b>  |             |
| <b>8</b>  | Prior period adjustments  | <b>8</b>  |             |
| <b>9</b>  | Other changes in net assets or fund balances (explain in Schedule O)  | <b>9</b>  | 158,226,255 |
| <b>10</b> | Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | <b>10</b> | 91,953,872  |

**Part XII Financial Statements and Reporting**Check if Schedule O contains a response or note to any line in this Part XII ☐

|  | Yes | No |
|--|-----|----|
| <b>1</b> Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____<br>If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O   |     |    |
| <b>2a</b> Were the organization's financial statements compiled or reviewed by an independent accountant?<br>If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both<br><input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis |     | No |
| <b>b</b> Were the organization's financial statements audited by an independent accountant?<br>If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both<br><input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis                 | Yes |    |
| <b>c</b> If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?<br>If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O   | Yes |    |
| <b>3a</b> As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?   | Yes |    |
| <b>b</b> If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits  | Yes |    |

# Additional Data

**Software ID:**  
**Software Version:**  
**EIN:** 46-3130985  
**Name:** Baylor Scott & White Holdings

Form 990 (2017)

**Form 990, Part III, Line 4a:**

See Schedule O  
Baylor Scott & White Holdings (BSW Holdings) serves as the parent corporation of Baylor Scott & White Health (BSWH) a nonprofit, faith-based nationally acclaimed network of acute care hospitals and related health care entities providing quality patient care, medical education, medical research and other community services to the residents of North and Central Texas. As the largest not-for-profit health care system in Texas and one of the largest in the United States, BSWH was born from the 2013 combination of Baylor Health Care System and Scott & White Healthcare. Today, BSWH includes 50 hospitals, approximately 1,100 patient care sites, more than 7,500 active physicians, approximately 48,000 employees and the Scott & White Health Plan. BSW Holdings' governing body is comprised of volunteer community representatives who provide leadership and governance to BSWH. The members of the governing body contribute their wisdom, insights and expertise to ensure that BSWH is fulfilling its mission and charitable purpose while providing efficient administrative support services and direction to affiliates of BSWH. Founded as a Christian ministry of healing, Baylor Scott & White Health promotes the well-being of all individuals, families and communities. BSWH is committed to offering access to quality health care including free or discounted health care to the indigent and underserved population through its affiliated health care providers. As part of its charitable mission, BSWH's nonprofit hospitals provided community benefits (as reported to the Texas Department of State Health Services and in accordance with the State of Texas statutory methodology) in excess of \$954,038,000 which includes the unreimbursed cost of charity care, Medicaid, Medicare and other community benefits. BSWH's nonprofit hospitals provided community benefits (as reported on Form 990, Schedule H) in excess of \$532,010,000 during the tax year, which included the unreimbursed cost of charity care, Medicaid and other community benefits, but excludes Medicare.

| Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors |  |   |                       |         |              |                              |        |   |  |   |
|---|--|---|-----------------------|---------|--------------|------------------------------|--------|---|--|---|
| (A)<br>Name and Title   | (B)<br>Average hours per week (list any hours for related organizations below dotted line) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W- 2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W- 2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|   |  | Individual trustee or director  | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former |   |  |   |
| Alejandro Arroliga MD<br>.....<br>Trustee   | 3 00<br>.....<br>40 00   | X   |                       |         |              |                              |        | 0   | 942,135  | 136,223   |
| Albert Black Jr<br>.....<br>Trustee   | 3 00<br>.....<br>1 00  | X   |                       |         |              |                              |        | 0   | 0  | 0   |
| ER Dick Brooks<br>.....<br>Trustee  | 3 00<br>.....<br>0 00  | X   |                       |         |              |                              |        | 0   | 0  | 0   |
| Ron Carter<br>.....<br>Trustee  | 3 00<br>.....<br>0 00  | X   |                       |         |              |                              |        | 0   | 0  | 0   |
| Judge Ed Kinkeade<br>.....<br>Trustee   | 3 00<br>.....<br>0 00  | X   |                       |         |              |                              |        | 0   | 0  | 0   |
| Paul Madeley MD<br>.....<br>Trustee   | 3 00<br>.....<br>40 00   | X   |                       |         |              |                              |        | 0   | 484,363  | 32,454  |
| Jack Martin<br>.....<br>Trustee   | 3 00<br>.....<br>0 00  | X   |                       |         |              |                              |        | 0   | 0  | 0   |
| Ross McKnight<br>.....<br>Trustee/Vice Chair  | 3 00<br>.....<br>0 00  | X   |                       | X       |              |                              |        | 0   | 0  | 0   |
| Drayton McLane Jr<br>.....<br>Trustee   | 3 00<br>.....<br>1 00  | X   |                       |         |              |                              |        | 2,550   | 0  | 0   |
| Lyndon L Olson Jr<br>.....<br>Trustee   | 3 00<br>.....<br>1 00  | X   |                       |         |              |                              |        | 0   | 0  | 0   |

| Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors |  |   |                       |         |              |                              |        |   |  |   |
|---|--|---|-----------------------|---------|--------------|------------------------------|--------|---|--|---|
| (A)<br>Name and Title   | (B)<br>Average hours per week (list any hours for related organizations below dotted line) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W- 2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W- 2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|   |  | Individual trustee or director  | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former |   |  |   |
| Anita Perry<br>.....<br>Trustee   | 3 00<br>.....<br>1 00  | X   |                       |         |              |                              |        | 0   | 0  | 0   |
| William L Rayburn MD<br>.....<br>Trustee  | 3 00<br>.....<br>40 00   | X   |                       |         |              |                              |        | 0   | 828,077  | 118,312   |
| Jim Turner<br>.....<br>Trustee/Chair  | 3 00<br>.....<br>0 00  | X   |                       | X       |              |                              |        | 0   | 0  | 0   |
| David Walls<br>.....<br>Trustee   | 3 00<br>.....<br>0 00  | X   |                       |         |              |                              |        | 0   | 0  | 2,200   |
| F David Winter MD<br>.....<br>Trustee   | 3 00<br>.....<br>40 00   | X   |                       |         |              |                              |        | 0   | 1,195,605  | 34,458  |
| Jim Skogsbergh<br>.....<br>Trustee  | 3 00<br>.....<br>0 00  | X   |                       |         |              |                              |        | 0   | 0  | 0   |
| Francis P Anderson<br>.....<br>Treasurer  | 3 00<br>.....<br>40 00   |   |                       | X       |              |                              |        | 0   | 457,509  | 64,770  |
| James Hinton<br>.....<br>Chief Executive Officer  | 40 00<br>.....<br>0 00   |   |                       | X       |              |                              |        | 2,835,433   | 0  | 197,444   |
| John McWhorter<br>.....<br>Chief Operating Officer  | 40 00<br>.....<br>0 00   |   |                       | X       |              |                              |        | 1,793,414   | 0  | 431,168   |
| Robert A Probe MD<br>.....<br>Chief Medical Officer   | 40 00<br>.....<br>0 00   |   |                       | X       |              |                              |        | 1,310,630   | 0  | 272,222   |

| Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors |  |   |                       |         |              |                              |        |   |  |   |
|---|--|---|-----------------------|---------|--------------|------------------------------|--------|---|--|---|
| (A)<br>Name and Title   | (B)<br>Average hours per week (list any hours for related organizations below dotted line) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W- 2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W- 2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|   |  | Individual trustee or director  | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former |   |  |   |
| Fred Savelsbergh<br>.....<br>Chief Financial Officer  | 40 00<br>.....<br>0 00   |   |                       | X       |              |                              |        | 1,703,913   | 0  | 358,392   |
| Jennifer Brown<br>.....<br>Secretary/Chief Legal Officer  | 40 00<br>.....<br>0 00   |   |                       | X       |              |                              |        | 0   | 0  | 0   |
| Peter McCanna<br>.....<br>President/Interim CFO   | 40 00<br>.....<br>0 00   |   |                       | X       |              |                              |        | 837,622   | 0  | 181,476   |
| Lavone Arthur<br>.....<br>Chief Strategy Officer  | 40 00<br>.....<br>0 00   |   |                       |         | X            |                              |        | 741,836   | 0  | 201,970   |
| Gary Brock<br>.....<br>Chief IDN Officer  | 40 00<br>.....<br>0 00   |   |                       |         | X            |                              |        | 1,911,225   | 0  | 434,745   |
| John Lacy<br>.....<br>Chief Human Resource Officer  | 40 00<br>.....<br>0 00   |   |                       |         | X            |                              |        | 829,571   | 0  | 223,458   |
| Robert Michalski<br>.....<br>Chief Compliance Officer   | 40 00<br>.....<br>0 00   |   |                       |         | X            |                              |        | 341,465   | 0  | 69,396  |
| Kristi Sherrill<br>.....<br>Chief Plicy, Govt & Comm Affairs Off  | 40 00<br>.....<br>0 00   |   |                       |         | X            |                              |        | 533,997   | 0  | 69,350  |
| Richard Grace<br>.....<br>Chief Mission Ministry Officer  | 40 00<br>.....<br>0 00   |   |                       |         |              | X                            |        | 215,524   | 0  | 51,682  |
| Linda K Green<br>.....<br>Admin Asst to Chief IDNO  | 40 00<br>.....<br>0 00   |   |                       |         |              | X                            |        | 118,794   | 0  | 24,004  |

**Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

| (A)<br>Name and Title                            | (B)<br>Average<br>hours per<br>week (list<br>any hours<br>for related<br>organizations<br>below dotted<br>line) | (C)<br>Position (do not check more<br>than one box, unless<br>person is both an officer<br>and a director/trustee) |                       |         |              |                                 |        | (D)<br>Reportable<br>compensation<br>from the<br>organization<br>(W- 2/1099-<br>MISC) | (E)<br>Reportable<br>compensation<br>from related<br>organizations<br>(W- 2/1099-<br>MISC) | (F)<br>Estimated<br>amount of other<br>compensation<br>from the<br>organization and<br>related<br>organizations |
|--|---|--|-----------------------|---------|--------------|---------------------------------|--------|---|--|---|
|  |   | Individual trustee<br>or director  | Institutional Trustee | Officer | Key employee | Highest compensated<br>employee | Former |   |  |   |
| Rebecca Lincer<br>.....<br>Special Asst to CEO   | 40 00<br>.....<br>0 00  |  |                       |         |              | X                               |        | 139,511   | 0  | 22,009  |
| Joel Allison<br>.....<br>Former Officer          | 40 00<br>.....<br>0 00  |  |                       |         |              |                                 | X      | 1,060,023   | 0  | 10,178  |
| William Boyd<br>.....<br>Former Officer          | 40 00<br>.....<br>0 00  |  |                       |         |              |                                 | X      | 2,168,906   | 0  | 25,355  |
| Robert W Pryor MD<br>.....<br>Former Officer     | 0 00<br>.....<br>0 00   |  |                       |         |              |                                 | X      | 161,287   | 0  | 0   |
| Stephen Sullivan<br>.....<br>Former Key Employee | 0 00<br>.....<br>0 00   |  |                       |         |              |                                 | X      | 143,718   | 0  | 0   |

**SCHEDULE A**  
(Form 990 or 990EZ)

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**  
Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.  
▶ Attach to Form 990 or Form 990-EZ.  
▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047  
**2017**  
**Open to Public Inspection**

**Name of the organization**  
Baylor Scott & White Holdings

**Employer identification number**  
46-3130985

**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 12, check only one box )

- 1

☐

A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2

☐

A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990 or 990-EZ) )
- 3

☐

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4

☐

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state \_\_\_\_\_
- 5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II )
- 6

☐

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7

☐

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II )
- 8

☐

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II )
- 9

☐

An agricultural research organization described in **170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land grant college of agriculture See instructions Enter the name, city, and state of the college or university \_\_\_\_\_
- 10

☐

An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III )
- 11

☐

An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 12

☒

An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g
- a

☐

**Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization **You must complete Part IV, Sections A and B.**
- b

☒

**Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s) **You must complete Part IV, Sections A and C.**
- c

☐

**Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions) **You must complete Part IV, Sections A, D, and E.**
- d

☐

**Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions) **You must complete Part IV, Sections A and D, and Part V.**
- e

☒

Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization
- f

Enter the number of supported organizations

31
- g

Provide the following information about the supported organization(s)

| (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1- 10 above (see instructions)) | (iv) Is the organization listed in your governing document? |    | (v) Amount of monetary support (see instructions) | (vi) Amount of other support (see instructions) |
|------------------------------------|----------|--|---|----|---|---|
|                                    |          |  | Yes   | No |   |   |
| See Additional Data Table          |          |  |   |    |   |   |
| Total                              | 31       |  |   |    | 0   | 0   |

Part II

Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv), 170(b)(1)(A)(vi), and 170(b)(1)(A)(ix)  
(Complete only if you checked the box on line 5, 7, 8, or 9 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

| Section A. Public Support |   |          |          |          |          |          |           |
|---------------------------|---|----------|----------|----------|----------|----------|-----------|
|                           | Calendar year<br>(or fiscal year beginning in) ►  | (a) 2013 | (b) 2014 | (c) 2015 | (d) 2016 | (e) 2017 | (f) Total |
| 1                         | Gifts, grants, contributions, and membership fees received (Do not include any "unusual grant ")  |          |          |          |          |          |           |
| 2                         | Tax revenues levied for the organization's benefit and either paid to or expended on its behalf   |          |          |          |          |          |           |
| 3                         | The value of services or facilities furnished by a governmental unit to the organization without charge   |          |          |          |          |          |           |
| 4                         | <b>Total.</b> Add lines 1 through 3   |          |          |          |          |          |           |
| 5                         | The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) |          |          |          |          |          |           |
| 6                         | <b>Public support.</b> Subtract line 5 from line 4  |          |          |          |          |          |           |

| Section B. Total Support                         |  |         |         |         |         |           |          |
|--|--|---------|---------|---------|---------|-----------|----------|
| Calendar year<br>(or fiscal year beginning in) ► |  | (a)2013 | (b)2014 | (c)2015 | (d)2016 | (e)2017   | (f)Total |
| 7  | Amounts from line 4  |         |         |         |         |           |          |
| 8  | Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources   |         |         |         |         |           |          |
| 9  | Net income from unrelated business activities, whether or not the business is regularly carried on   |         |         |         |         |           |          |
| 10   | Other income Do not include gain or loss from the sale of capital assets (Explain in Part VI )   |         |         |         |         |           |          |
| 11   | <b>Total support.</b> Add lines 7 through 10   |         |         |         |         |           |          |
| 12   | Gross receipts from related activities, etc (see instructions)   |         |         |         |         | <b>12</b> |          |
| 13   | <b>First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> . . . . . ► <input type="checkbox"/> |         |         |         |         |           |          |

| Section C. Computation of Public Support Percentage |   |    |
|---|---|----|
| 14  | Public support percentage for 2017 (line 6, column (f) divided by line 11, column (f))  | 14 |
| 15  | Public support percentage for 2016 Schedule A, Part II, line 14   | 15 |
| 16a   | <b>33 1/3% support test—2017.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization <span>▶ <input type="checkbox"/></span>  |    |
| b   | <b>33 1/3% support test—2016.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization <span>▶ <input type="checkbox"/></span>   |    |
| 17a   | <b>10%-facts-and-circumstances test—2017.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part VI how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization <span>▶ <input type="checkbox"/></span>      |    |
| b   | <b>10%-facts-and-circumstances test—2016.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part VI how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization <span>▶ <input type="checkbox"/></span> |    |
| 18  | <b>Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <span>▶ <input type="checkbox"/></span>   |    |

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

| Calendar year<br>(or fiscal year beginning in) ►  | (a) 2013 | (b) 2014 | (c) 2015 | (d) 2016 | (e) 2017 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| <b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")  |          |          |          |          |          |           |
| <b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose |          |          |          |          |          |           |
| <b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513   |          |          |          |          |          |           |
| <b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf  |          |          |          |          |          |           |
| <b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge  |          |          |          |          |          |           |
| <b>6 Total.</b> Add lines 1 through 5   |          |          |          |          |          |           |
| <b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons  |          |          |          |          |          |           |
| <b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year           |          |          |          |          |          |           |
| <b>c</b> Add lines 7a and 7b  |          |          |          |          |          |           |
| <b>8 Public support.</b> (Subtract line 7c from line 6.)  |          |          |          |          |          |           |

**Section B. Total Support**

| Calendar year<br>(or fiscal year beginning in) ►  | (a) 2013 | (b) 2014 | (c) 2015 | (d) 2016 | (e) 2017 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| <b>9</b> Amounts from line 6  |          |          |          |          |          |           |
| <b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources |          |          |          |          |          |           |
| <b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975                          |          |          |          |          |          |           |
| <b>c</b> Add lines 10a and 10b  |          |          |          |          |          |           |
| <b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on     |          |          |          |          |          |           |
| <b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)                                 |          |          |          |          |          |           |
| <b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.)  |          |          |          |          |          |           |

**14 First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ► ☐

**Section C. Computation of Public Support Percentage**

|  |           |  |
|--|-----------|--|
| <b>15</b> Public support percentage for 2017 (line 8, column (f) divided by line 13, column (f)) | <b>15</b> |  |
| <b>16</b> Public support percentage from 2016 Schedule A, Part III, line 15                      | <b>16</b> |  |

**Section D. Computation of Investment Income Percentage**

|  |           |  |
|--|-----------|--|
| <b>17</b> Investment income percentage for <b>2017</b> (line 10c, column (f) divided by line 13, column (f)) | <b>17</b> |  |
| <b>18</b> Investment income percentage from <b>2016</b> Schedule A, Part III, line 17                        | <b>18</b> |  |

**19a 33 1/3% support tests—2017.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ► ☐

**b 33 1/3% support tests—2016.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ► ☐

**20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐

**Part IV Supporting Organizations**

(Complete only if you checked a box on line 12 of Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

**Section A. All Supporting Organizations**

|   | Yes | No |
|---|-----|----|
| <b>1</b> Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in <b>Part VI</b> how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>  |     | No |
| <b>2</b> Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in <b>Part VI</b> how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>   |     | No |
| <b>3a</b> Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>  |     | No |
| <b>b</b> Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in <b>Part VI</b> when and how the organization made the determination.</i>   |     |    |
| <b>c</b> Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in <b>Part VI</b> what controls the organization put in place to ensure such use.</i>  |     |    |
| <b>4a</b> Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes" and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i>  |     | No |
| <b>b</b> Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in <b>Part VI</b> how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>  |     |    |
| <b>c</b> Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in <b>Part VI</b> what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>   |     |    |
| <b>5a</b> Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in <b>Part VI</b>, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).</i> | Yes |    |
| <b>b</b> <b>Type I or Type II only.</b> Was any added or substituted supported organization part of a class already designated in the organization's organizing document?   | Yes |    |
| <b>c</b> <b>Substitutions only.</b> Was the substitution the result of an event beyond the organization's control?  |     |    |
| <b>6</b> Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in <b>Part VI</b>.</i>  |     | No |
| <b>7</b> Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>  |     | No |
| <b>8</b> Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>   |     | No |
| <b>9a</b> Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in <b>Part VI</b>.</i>  |     | No |
| <b>b</b> Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in <b>Part VI</b>.</i>  |     | No |
| <b>c</b> Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in <b>Part VI</b>.</i>   |     | No |
| <b>10a</b> Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer line 10b below.</i>   |     | No |
| <b>b</b> Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>  |     |    |

**Part IV Supporting Organizations** (continued)

|  | Yes        | No        |
|--|------------|-----------|
| <b>11</b> Has the organization accepted a gift or contribution from any of the following persons?  |            |           |
| <b>a</b> A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization? |            |           |
| <b>b</b> A family member of a person described in (a) above?   |            |           |
| <b>c</b> A 35% controlled entity of a person described in (a) or (b) above? <i>If "Yes" to a, b, or c, provide detail in Part VI</i>   |            |           |
|  | <b>11a</b> | <b>No</b> |
|  | <b>11b</b> | <b>No</b> |
|  | <b>11c</b> | <b>No</b> |

**Section B. Type I Supporting Organizations**

|   | Yes      | No |
|---|----------|----|
| <b>1</b> Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? <i>If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.</i> |          |    |
|   | <b>1</b> |    |
| <b>2</b> Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? <i>If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised or controlled the supporting organization.</i>  |          |    |
|   | <b>2</b> |    |

**Section C. Type II Supporting Organizations**

|  | Yes      | No        |
|--|----------|-----------|
| <b>1</b> Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? <i>If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).</i> |          |           |
|  | <b>1</b> | <b>No</b> |

**Section D. All Type III Supporting Organizations**

|   | Yes      | No |
|---|----------|----|
| <b>1</b> Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided? |          |    |
|   | <b>1</b> |    |
| <b>2</b> Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization (s) or (ii) serving on the governing body of a supported organization? <i>If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).</i>  |          |    |
|   | <b>2</b> |    |
| <b>3</b> By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? <i>If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.</i>  |          |    |
|   | <b>3</b> |    |

**Section E. Type III Functionally-Integrated Supporting Organizations**

|   |           |  |
|---|-----------|--|
| <b>1</b> Check the box next to the method that the organization used to satisfy the Integral Part Test during the year ( <b>see instructions</b> )  |           |  |
| <b>a</b> <input type="checkbox"/> The organization satisfied the Activities Test. Complete <b>line 2</b> below.   |           |  |
| <b>b</b> <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete <b>line 3</b> below.  |           |  |
| <b>c</b> <input type="checkbox"/> The organization supported a governmental entity. Describe in <b>Part VI</b> how you supported a government entity (see instructions).  |           |  |
| <b>2</b> Activities Test. <b>Answer (a) and (b) below.</b>  |           |  |
| <b>a</b> Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <i>If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.</i> |           |  |
|   | <b>2a</b> |  |
| <b>b</b> Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? <i>If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.</i>  |           |  |
|   | <b>2b</b> |  |
| <b>3</b> Parent of Supported Organizations. <b>Answer (a) and (b) below.</b>  |           |  |
| <b>a</b> Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? <i>Provide details in Part VI.</i>  |           |  |
|   | <b>3a</b> |  |
| <b>b</b> Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>  |           |  |
|   | <b>3b</b> |  |

**Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations**

- 1** ☐ Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI). **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

| <b>Section A - Adjusted Net Income</b>  |          | (A) Prior Year | (B) Current Year<br>(optional) |
|---|----------|----------------|--------------------------------|
| <b>1</b> Net short-term capital gain  | <b>1</b> |                |                                |
| <b>2</b> Recoveries of prior-year distributions   | <b>2</b> |                |                                |
| <b>3</b> Other gross income (see instructions)  | <b>3</b> |                |                                |
| <b>4</b> Add lines 1 through 3  | <b>4</b> |                |                                |
| <b>5</b> Depreciation and depletion   | <b>5</b> |                |                                |
| <b>6</b> Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions) | <b>6</b> |                |                                |
| <b>7</b> Other expenses (see instructions)  | <b>7</b> |                |                                |
| <b>8 Adjusted Net Income</b> (subtract lines 5, 6 and 7 from line 4)  | <b>8</b> |                |                                |

| <b>Section B - Minimum Asset Amount</b>   |           | (A) Prior Year | (B) Current Year<br>(optional) |
|---|-----------|----------------|--------------------------------|
| <b>1</b> Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year) | <b>1</b>  |                |                                |
| <b>a</b> Average monthly value of securities  | <b>1a</b> |                |                                |
| <b>b</b> Average monthly cash balances  | <b>1b</b> |                |                                |
| <b>c</b> Fair market value of other non-exempt-use assets   | <b>1c</b> |                |                                |
| <b>d Total</b> (add lines 1a, 1b, and 1c)   | <b>1d</b> |                |                                |
| <b>e Discount</b> claimed for blockage or other factors (explain in detail in Part VI)  |           |                |                                |
| <b>2</b> Acquisition indebtedness applicable to non-exempt use assets   | <b>2</b>  |                |                                |
| <b>3</b> Subtract line 2 from line 1d   | <b>3</b>  |                |                                |
| <b>4</b> Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions)                                 | <b>4</b>  |                |                                |
| <b>5</b> Net value of non-exempt-use assets (subtract line 4 from line 3)   | <b>5</b>  |                |                                |
| <b>6</b> Multiply line 5 by .035  | <b>6</b>  |                |                                |
| <b>7</b> Recoveries of prior-year distributions   | <b>7</b>  |                |                                |
| <b>8 Minimum Asset Amount</b> (add line 7 to line 6)  | <b>8</b>  |                |                                |

| <b>Section C - Distributable Amount</b>  |          |  | Current Year |
|--|----------|--|--------------|
| <b>1</b> Adjusted net income for prior year (from Section A, line 8, Column A)   | <b>1</b> |  |              |
| <b>2</b> Enter 85% of line 1   | <b>2</b> |  |              |
| <b>3</b> Minimum asset amount for prior year (from Section B, line 8, Column A)  | <b>3</b> |  |              |
| <b>4</b> Enter greater of line 2 or line 3   | <b>4</b> |  |              |
| <b>5</b> Income tax imposed in prior year  | <b>5</b> |  |              |
| <b>6 Distributable Amount.</b> Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions) | <b>6</b> |  |              |

- 7** ☐ Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions).

**Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)**

| <b>Section D - Distributions</b>  | <b>Current Year</b> |
|---|---------------------|
| <b>1</b> Amounts paid to supported organizations to accomplish exempt purposes  |                     |
| <b>2</b> Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity            |                     |
| <b>3</b> Administrative expenses paid to accomplish exempt purposes of supported organizations  |                     |
| <b>4</b> Amounts paid to acquire exempt-use assets  |                     |
| <b>5</b> Qualified set-aside amounts (prior IRS approval required)  |                     |
| <b>6</b> Other distributions (describe in <b>Part VI</b> ) See instructions   |                     |
| <b>7 Total annual distributions.</b> Add lines 1 through 6  |                     |
| <b>8</b> Distributions to attentive supported organizations to which the organization is responsive (provide details in <b>Part VI</b> ) See instructions |                     |
| <b>9</b> Distributable amount for 2017 from Section C, line 6   |                     |
| <b>10</b> Line 8 amount divided by Line 9 amount  |                     |

| <b>Section E - Distribution Allocations (see instructions)</b>   | <b>(i)<br/>Excess Distributions</b> | <b>(ii)<br/>Underdistributions<br/>Pre-2017</b> | <b>(iii)<br/>Distributable<br/>Amount for 2017</b> |
|--|-------------------------------------|---|--|
| <b>1</b> Distributable amount for 2017 from Section C, line 6  |                                     |   |  |
| <b>2</b> Underdistributions, if any, for years prior to 2017 (reasonable cause required-- explain in Part VI) See instructions   |                                     |   |  |
| <b>3</b> Excess distributions carryover, if any, to 2017   |                                     |   |  |
| <b>a</b>   |                                     |   |  |
| <b>b</b> From 2013. . . . .  |                                     |   |  |
| <b>c</b> From 2014. . . . .  |                                     |   |  |
| <b>d</b> From 2015. . . . .  |                                     |   |  |
| <b>e</b> From 2016. . . . .  |                                     |   |  |
| <b>f</b> Total of lines 3a through e   |                                     |   |  |
| <b>g</b> Applied to underdistributions of prior years  |                                     |   |  |
| <b>h</b> Applied to 2017 distributable amount  |                                     |   |  |
| <b>i</b> Carryover from 2012 not applied (see instructions)  |                                     |   |  |
| <b>j</b> Remainder Subtract lines 3g, 3h, and 3i from 3f   |                                     |   |  |
| <b>4</b> Distributions for 2017 from Section D, line 7 \$  |                                     |   |  |
| <b>a</b> Applied to underdistributions of prior years  |                                     |   |  |
| <b>b</b> Applied to 2017 distributable amount  |                                     |   |  |
| <b>c</b> Remainder Subtract lines 4a and 4b from 4   |                                     |   |  |
| <b>5</b> Remaining underdistributions for years prior to 2017, if any Subtract lines 3g and 4a from line 2 If the amount is greater than zero, explain in Part VI See instructions |                                     |   |  |
| <b>6</b> Remaining underdistributions for 2017 Subtract lines 3h and 4b from line 1 If the amount is greater than zero, explain in Part VI See instructions                        |                                     |   |  |
| <b>7 Excess distributions carryover to 2018.</b> Add lines 3j and 4c   |                                     |   |  |
| <b>8</b> Breakdown of line 7   |                                     |   |  |
| <b>a</b> Excess from 2013. . . . .   |                                     |   |  |
| <b>b</b> Excess from 2014. . . . .   |                                     |   |  |
| <b>c</b> Excess from 2015. . . . .   |                                     |   |  |
| <b>d</b> Excess from 2016. . . . .   |                                     |   |  |
| <b>e</b> Excess from 2017. . . . .   |                                     |   |  |

**Part VI** **Supplemental Information.** Provide the explanations required by Part II, line 10, Part II, line 17a or 17b, Part III, line 12, Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c, Part IV, Section B, lines 1 and 2, Part IV, Section C, line 1, Part IV, Section D, lines 2 and 3, Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b, Part V, line 1, Part V, Section B, line 1e, Part V Section D, lines 5, 6, and 8, and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions)

|                                     |
|-------------------------------------|
| <b>Facts And Circumstances Test</b> |
|                                     |

**990 Schedule A, Supplemental Information**

| Return Reference     | Explanation  |
|----------------------|--|
| Part I, Line 12g(vi) | In addition to the monetary support listed on Part I, Line 12g(v), the organization provides financial, human resources, legal, information technology, management, advisory and other services to the supported organizations listed in Part I, Line 12g(i) |

## 990 Schedule A, Supplemental Information

| Return Reference               | Explanation   |
|--------------------------------|---|
| Part IV, Section A, Question 1 | All of the supported organizations are listed by name in the organization's governing documents except for Baylor Medical Center at Carrollton, Baylor Scott & White Medical Centers-Capitol Area, Century Integrated Partners, Inc and Baylor Scott & White Medical Center-Centennial. The organization's certificate of formation provides for the addition of future affiliated hospitals and healthcare delivery organizations that are owned and/or controlled by the organization and that are publicly supported organizations under Code Section 509(a)(1) or Code Section 509(a)(2). |

## 990 Schedule A, Supplemental Information

| Return Reference                | Explanation  |
|---------------------------------|--|
| Part IV, Section A, Question 5a | Baylor Scott & White Medical Center-Centennial was added to the list of supported organizations during the tax year. The organization's certificate of formation provides for the addition of future affiliated hospitals and healthcare delivery organizations that are owned and/or controlled by the organization and that are publicly supported organizations under Code Section 509(a)(1) or Code Section 509(a)(2). |

**990 Schedule A, Supplemental Information**

| Return Reference               | Explanation   |
|--------------------------------|---|
| Part IV, Section C, Question 1 | <p>The organization is supervised or controlled in connection with the supported organization s named and/or designated by class in the organization's certificate of formation. The organization serves as the parent corporation of the Baylor Scott &amp; White Health integrated health care delivery system in which the officers of the organization will have ultimate managerial responsibility over all of the affiliates that comprise the system. The organization's Board of Trustees will exercise ultimate supervisory authority and governance over the entire system. The organization has been delegated the authority, duty and responsibility for the affairs of the affiliates, including among others, the power to exercise the reserved powers over the subsidiary corporations of the system.</p> |

Additional Data

Software ID:  
Software Version:  
EIN: 46-3130985  
Name: Baylor Scott & White Holdings

Form 990, Sch A, Part I, Line 12g - Provide the following information about the supported organization(s).

| (i)Name of supported organization  | (ii)EIN   | (iii)<br>Type of organization<br>(described on lines<br>1- 9 above (see<br>instructions)) | (iv)<br>Is the organization<br>listed in your<br>governing document? |    | (v)<br>Amount of monetary<br>support (see<br>instructions) | (vi)<br>Amount of other<br>support (see<br>instructions) |
|--|-----------|---|--|----|--|--|
|  |           |   | Yes  | No |  |  |
| (A) Baylor University Medical Center                                       | 751837454 | 3   | Yes  |    | 0  | 0  |
| (A) Scott & White Memorial Hospital  | 741166904 | 3   | Yes  |    | 0  | 0  |
| (B) All Saints Health Foundation   | 751947007 | 7   | Yes  |    | 0  | 0  |
| (C) Baylor All Saints Medical Center                                       | 751008430 | 3   | Yes  |    | 0  | 0  |
| (D) Baylor Health Care System Foundation                                   | 751606705 | 7   | Yes  |    | 0  | 0  |
| (E)<br>Baylor Institute for Rehabilitation at Gaston<br>Episcopal Hospital | 751037226 | 3   | Yes  |    | 0  | 0  |
| (F)<br>Baylor Regional Medical Center at Grapevine                         | 751777119 | 3   | Yes  |    | 0  | 0  |
| (G) Baylor Medical Center at Irving  | 752586857 | 3   | Yes  |    | 0  | 0  |
| (H) Baylor Reigional Medical Center at Plano                               | 820551704 | 3   | Yes  |    | 0  | 0  |
| (I) Baylor Medical Center at Waxahachie                                    | 751844139 | 3   | Yes  |    | 0  | 0  |
| (J)<br>Baylor Medical Centers at Garland and<br>McKinney                   | 751037591 | 3   | Yes  |    | 0  | 0  |
| (K) Baylor Research Institute  | 751921898 | 4   | Yes  |    | 0  | 0  |
| (L) Baylor Specialty Health Centers  | 751765385 | 3   | Yes  |    | 0  | 0  |
| (M) HealthTexas Provider Network   | 752536818 | 3   | Yes  |    | 0  | 0  |
| (N) Hillcrest Baptist Medical Center                                       | 741161944 | 3   | Yes  |    | 0  | 0  |

**Form 990, Sch A, Part I, Line 12g - Provide the following information about the supported organization(s).**

| (i) Name of supported organization                           | (ii) EIN  | (iii)<br>Type of organization<br>(described on lines<br>1- 9 above (see<br>instructions)) | (iv)<br>Is the organization<br>listed in your<br>governing document? |    | (v)<br>Amount of monetary<br>support (see<br>instructions) | (vi)<br>Amount of other<br>support (see<br>instructions) |
|--|-----------|---|--|----|--|--|
|  |           |   | Yes  | No |  |  |
| (P) Irving HealthCare Foundation                             | 751570933 | 7   | Yes  |    | 0  | 0  |
| (A) Scott & White Clinic                                     | 742958277 | 10  | Yes  |    | 0  | 0  |
| (B) Scott & White Continuing Care                            | 202850920 | 3   | Yes  |    | 0  | 0  |
| (C) Scott & White EMS  | 753242749 | 10  | Yes  |    | 0  | 0  |
| (D) Scott & White Healthcare Foundation                      | 273513154 | 7   | Yes  |    | 0  | 0  |
| (E) Scott & White Foundation - Brenham                       | 742460815 | 7   | Yes  |    | 0  | 0  |
| (F) Scott & White Hospital - College Station                 | 274434451 | 3   | Yes  |    | 0  | 0  |
| (G) Scott & White Hospital - Llano                           | 273026151 | 3   | Yes  |    | 0  | 0  |
| (H) Scott & White Hospital - Marble Falls                    | 464007700 | 3   | Yes  |    | 0  | 0  |
| (I) Scott & White Hospital - Round Rock                      | 203749695 | 3   | Yes  |    | 0  | 0  |
| (J) Scott & White Hospital - Taylor                          | 741595711 | 3   | Yes  |    | 0  | 0  |
| (K) Scott & White Hospital - Brehnam                         | 742519752 | 3   | Yes  |    | 0  | 0  |
| (L) Baylor Medical Center at Carrollton                      | 454510252 | 3   |  | No | 0  | 0  |
| (M)<br>Baylor Scott & White Medical Centers-<br>Capitol Area | 813040663 | 3   |  | No | 0  | 0  |
| (N) Century Integrated Partners Inc                          | 810872075 | 3   |  | No | 0  | 0  |

**Form 990, Sch A, Part I, Line 12g - Provide the following information about the supported organization(s).**

| (i) Name of supported organization                         | (ii) EIN  | (iii)<br>Type of organization<br>(described on lines<br>1- 9 above (see<br>instructions)) | (iv)<br>Is the organization<br>listed in your<br>governing document? |    | (v)<br>Amount of monetary<br>support (see<br>instructions) | (vi)<br>Amount of other<br>support (see<br>instructions) |
|--|-----------|---|--|----|--|--|
|  |           |   | Yes  | No |  |  |
| (AE)<br>Baylor Scott & White Medical Center-<br>Centennial | 824052186 | 3   |  | No | 0  | 0  |

|  |   |   |
|--|---|---|
| <b>SCHEDULE C</b><br><b>(Form 990 or 990-EZ)</b> | <b>Political Campaign and Lobbying Activities</b><br><b>For Organizations Exempt From Income Tax Under section 501(c) and section 527</b><br><b>▶Complete if the organization is described below. ▶Attach to Form 990 or Form 990-EZ.</b><br><b>▶Information about Schedule C (Form 990 or 990-EZ) and its instructions is at</b><br><b><u>www.irs.gov/form990</u>.</b> | OMB No 1545-0047<br><b>2017</b><br><b>Open to Public Inspection</b> |
|--|---|---|

**If the organization answered "Yes" on Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then**

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

**If the organization answered "Yes" on Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then**

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

**If the organization answered "Yes" on Form 990, Part IV, Line 5 (Proxy Tax) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then**

- Section 501(c)(4), (5), or (6) organizations Complete Part III

|   |   |
|---|---|
| Name of the organization<br>Baylor Scott & White Holdings | <b>Employer identification number</b><br>46-3130985 |
|---|---|

**Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.**

- 1** Provide a description of the organization's direct and indirect political campaign activities in Part IV (see instructions for definition of "political campaign activities")
- 2** Political campaign activity expenditures (see instructions) ▶ \$ \_\_\_\_\_
- 3** Volunteer hours for political campaign activities (see instructions) \_\_\_\_\_

**Part I-B Complete if the organization is exempt under section 501(c)(3).**

- 1** Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ \_\_\_\_\_
- 2** Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ \_\_\_\_\_
- 3** If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ **Yes** ☐ **No**
- 4a** Was a correction made? ☐ **Yes** ☐ **No**
- b** If "Yes," describe in Part IV

**Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).**

- 1** Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ \_\_\_\_\_
- 2** Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ \_\_\_\_\_
- 3** Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ▶ \$ \_\_\_\_\_
- 4** Did the filing organization file **Form 1120-POL** for this year? ☐ **Yes** ☐ **No**
- 5** Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

| (a) Name | (b) Address | (c) EIN | (d) Amount paid from filing organization's funds If none, enter -0- | (e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0- |
|----------|-------------|---------|---|--|
| 1        |             |         |   |  |
| 2        |             |         |   |  |
| 3        |             |         |   |  |
| 4        |             |         |   |  |
| 5        |             |         |   |  |
| 6        |             |         |   |  |

**Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**

**A** Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)

**B** Check ☐ if the filing organization checked box A and "limited control" provisions apply

**Limits on Lobbying Expenditures**  
(The term "expenditures" means amounts paid or incurred.)**(a)** Filing  
organization's  
totals**(b)** Affiliated  
group totals

**1a** Total lobbying expenditures to influence public opinion (grass roots lobbying)

**b** Total lobbying expenditures to influence a legislative body (direct lobbying)

**c** Total lobbying expenditures (add lines 1a and 1b)

**d** Other exempt purpose expenditures

**e** Total exempt purpose expenditures (add lines 1c and 1d)

**f** Lobbying nontaxable amount Enter the amount from the following table in both columns

| If the amount on line 1e, column (a) or (b) is: | The lobbying nontaxable amount is:                |
|---|---|
| Not over \$500,000                              | 20% of the amount on line 1e                      |
| Over \$500,000 but not over \$1,000,000         | \$100,000 plus 15% of the excess over \$500,000   |
| Over \$1,000,000 but not over \$1,500,000       | \$175,000 plus 10% of the excess over \$1,000,000 |
| Over \$1,500,000 but not over \$17,000,000      | \$225,000 plus 5% of the excess over \$1,500,000  |
| Over \$17,000,000                               | \$1,000,000                                       |

**g** Grassroots nontaxable amount (enter 25% of line 1f)

**h** Subtract line 1g from line 1a If zero or less, enter -0-

**i** Subtract line 1f from line 1c If zero or less, enter -0-

**j** If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?

☐ **Yes** ☐ **No****4-Year Averaging Period Under section 501(h)**

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the separate instructions for lines 2a through 2f.)

**Lobbying Expenditures During 4-Year Averaging Period**

| Calendar year (or fiscal year beginning in)                         | <b>(a)</b> 2014 | <b>(b)</b> 2015 | <b>(c)</b> 2016 | <b>(d)</b> 2017 | <b>(e)</b> Total |
|---|-----------------|-----------------|-----------------|-----------------|------------------|
| <b>2a</b> Lobbying nontaxable amount                                |                 |                 |                 |                 |                  |
| <b>b</b> Lobbying ceiling amount<br>(150% of line 2a, column(e))    |                 |                 |                 |                 |                  |
| <b>c</b> Total lobbying expenditures                                |                 |                 |                 |                 |                  |
| <b>d</b> Grassroots nontaxable amount                               |                 |                 |                 |                 |                  |
| <b>e</b> Grassroots ceiling amount<br>(150% of line 2d, column (e)) |                 |                 |                 |                 |                  |
| <b>f</b> Grassroots lobbying expenditures                           |                 |                 |                 |                 |                  |

**Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).**

For each "Yes" response on lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity

|           |  | (a) |    | (b)    |
|-----------|--|-----|----|--------|
|           |  | Yes | No | Amount |
| <b>1</b>  | During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of |     |    |        |
| <b>a</b>  | Volunteers?  |     | No |        |
| <b>b</b>  | Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?   | Yes |    |        |
| <b>c</b>  | Media advertisements?  |     | No |        |
| <b>d</b>  | Mailings to members, legislators, or the public?   |     | No |        |
| <b>e</b>  | Publications, or published or broadcast statements?  |     | No |        |
| <b>f</b>  | Grants to other organizations for lobbying purposes?   | Yes |    | 725    |
| <b>g</b>  | Direct contact with legislators, their staffs, government officials, or a legislative body?  | Yes |    | 4,919  |
| <b>h</b>  | Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?  |     | No |        |
| <b>i</b>  | Other activities?  |     | No |        |
| <b>j</b>  | Total. Add lines 1c through 1i   |     |    | 5,644  |
| <b>2a</b> | Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?  |     | No |        |
| <b>b</b>  | If "Yes," enter the amount of any tax incurred under section 4912  |     |    |        |
| <b>c</b>  | If "Yes," enter the amount of any tax incurred by organization managers under section 4912   |     |    |        |
| <b>d</b>  | If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?   |     |    |        |

**Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).**

|  | Yes      | No |
|--|----------|----|
| <b>1</b> Were substantially all (90% or more) dues received nondeductible by members?                      | <b>1</b> |    |
| <b>2</b> Did the organization make only in-house lobbying expenditures of \$2,000 or less?                 | <b>2</b> |    |
| <b>3</b> Did the organization agree to carry over lobbying and political expenditures from the prior year? | <b>3</b> |    |

**Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."**

|          |  |           |  |
|----------|--|-----------|--|
| <b>1</b> | Dues, assessments and similar amounts from members   | <b>1</b>  |  |
| <b>2</b> | Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).   | <b>2a</b> |  |
| <b>a</b> | Current year   | <b>2b</b> |  |
| <b>b</b> | Carryover from last year   | <b>2c</b> |  |
| <b>c</b> | Total  | <b>3</b>  |  |
| <b>3</b> | Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues  | <b>4</b>  |  |
| <b>4</b> | If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year? | <b>5</b>  |  |
| <b>5</b> | Taxable amount of lobbying and political expenditures (see instructions)   |           |  |

**Part IV Supplemental Information**

Provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-A, lines 1 and 2 (see instructions), and Part II-B, line 1. Also, complete this part for any additional information.

| Return Reference  | Explanation   |
|-------------------|---|
| Part II-B, Line 1 | Statement Regarding Legislative Activity Health care policy is critical to all Americans, and the Organization believes that health care providers must participate in forming health care policy by interacting with national, state and local representatives and their staff members to help them better understand the complexities and ramifications of key health care policies including, without limitation, those related to uninsured and indigent patient needs as well as the legislative and regulatory needs to assure the delivery of cost-efficient, quality health care. The Organization has established relationships with persons and industry associations that often communicate the Organization's positions on major health care issues. These contacts may include direct contact, telephone conversations and/or letters. Also, the Organization may attempt to educate the local community on certain legislative initiatives that may impact The Organization's ability to provide quality health care services to the community through direct mailings, media advertising or broadcast statements. The amount of resources (time and money) involved in these activities is insubstantial. The Organization has not intervened in any political campaign. |

SCHEDULE D  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered "Yes," on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.  
► Attach to Form 990.  
Information about Schedule D (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

2017

Open to Public Inspection

Name of the organization  
Baylor Scott & White Holdings

Employer identification number  
46-3130985

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.  
Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

|   | (a) Donor advised funds | (b) Funds and other accounts |
|---|-------------------------|------------------------------|
| 1 Total number at end of year                       |                         |                              |
| 2 Aggregate value of contributions to (during year) |                         |                              |
| 3 Aggregate value of grants from (during year)      |                         |                              |
| 4 Aggregate value at end of year                    |                         |                              |

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?

☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or education)

☐ Preservation of an historically important land area

☐ Protection of natural habitat

☐ Preservation of a certified historic structure

☐ Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

|  | Held at the End of the Year |
|--|-----------------------------|
| a Total number of conservation easements   | 2a                          |
| b Total acreage restricted by conservation easements   | 2b                          |
| c Number of conservation easements on a certified historic structure included in (a)   | 2c                          |
| d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register | 2d                          |

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►

4 Number of states where property subject to conservation easement is located ►

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ►

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ► \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.  
Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenue included on Form 990, Part VIII, line 1

► \$

(ii) Assets included in Form 990, Part X

► \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenue included on Form 990, Part VIII, line 1

► \$

b Assets included in Form 990, Part X

► \$

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3

Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII and complete the following table

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

|    | Amount |
|----|--------|
| 1c |        |
| 1d |        |
| 1e |        |
| 1f |        |

2a

Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII . . . . .

☐

Part V

Endowment Funds. Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

|  | (a)Current year | (b)Prior year | (c)Two years back | (d)Three years back | (e)Four years back |
|--|-----------------|---------------|-------------------|---------------------|--------------------|
| 1a Beginning of year balance . . . . .                     |                 |               |                   |                     |                    |
| b Contributions . . . . .                                  |                 |               |                   |                     |                    |
| c Net investment earnings, gains, and losses               |                 |               |                   |                     |                    |
| d Grants or scholarships . . . . .                         |                 |               |                   |                     |                    |
| e Other expenditures for facilities and programs . . . . . |                 |               |                   |                     |                    |
| f Administrative expenses . . . . .                        |                 |               |                   |                     |                    |
| g End of year balance . . . . .                            |                 |               |                   |                     |                    |

2

Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶

c

Temporarily restricted endowment ▶

The percentages on lines 2a, 2b, and 2c should equal 100%

3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations . . . . .

(ii) related organizations . . . . .

b

If "Yes" on 3a(ii), are the related organizations listed as required on Schedule R? . . . . .

|        | Yes | No |
|--------|-----|----|
| 3a(i)  |     |    |
| 3a(ii) |     |    |
| 3b     |     |    |

4

Describe in Part XIII the intended uses of the organization's endowment funds

Part VI

Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

| Description of property   | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|---|--------------------------------------|---------------------------------|------------------------------|----------------|
| 1a Land . . . . .   |                                      |                                 |                              |                |
| b Buildings . . . . .   |                                      | 1,808,278                       | 623,158                      | 1,185,120      |
| c Leasehold improvements  |                                      |                                 |                              |                |
| d Equipment . . . . .   |                                      | 1,916,900                       | 915,247                      | 1,001,653      |
| e Other . . . . .   |                                      | 26,004                          |                              | 26,004         |
| Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) . . . ▶ |                                      |                                 |                              | 2,212,777      |

Part VII

Investments—Other Securities. Complete if the organization answered "Yes" on Form 990, Part IV, line 11b.  
See Form 990, Part X, line 12.

| (a) Description of security or category<br>(including name of security) | (b) Book value | (c) Method of valuation<br>Cost or end-of-year market value |
|---|----------------|---|
| (1) Financial derivatives . . . . .                                     |                |   |
| (2) Closely-held equity interests . . . . .                             | 558,490,877    | F   |
| (3) Other _____<br>(A) Other Long Term Investment                       | 53,360,295     | F   |
| (B)   |                |   |
| (C)   |                |   |
| (D)   |                |   |
| (E)   |                |   |
| (F)   |                |   |
| (G)   |                |   |
| (H)   |                |   |
| Total. (Column (b) must equal Form 990, Part X, col (B) line 12 ) ▶     | 611,851,172    |   |

Part VIII

Investments—Program Related.  
Complete if the organization answered 'Yes' on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

| (a) Description of investment                                       | (b) Book value | (c) Method of valuation<br>Cost or end-of-year market value |
|---|----------------|---|
| See Additional Data Table   |                |   |
| (1)   |                |   |
| (2)   |                |   |
| (3)   |                |   |
| (4)   |                |   |
| (5)   |                |   |
| (6)   |                |   |
| (7)   |                |   |
| (8)   |                |   |
| (9)   |                |   |
| Total. (Column (b) must equal Form 990, Part X, col (B) line 13 ) ▶ | 716,426,966    |   |

Part IX

Other Assets. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11d See Form 990, Part X, line 15

| (a) Description   | (b) Book value |
|---|----------------|
| (1)   |                |
| (2)   |                |
| (3)   |                |
| (4)   |                |
| (5)   |                |
| (6)   |                |
| (7)   |                |
| (8)   |                |
| (9)   |                |
| Total. (Column (b) must equal Form 990, Part X, col (B) line 15 ) . . . . . ▶ |                |

Part X

Other Liabilities. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11e or 11f.  
See Form 990, Part X, line 25.

| 1. (a) Description of liability                                     | (b) Book value |
|---|----------------|
| (1) Federal income taxes  |                |
| SWAP agreement  | 46,897,969     |
| CAA Liabilities   | 3,608,027      |
| (3)   |                |
| (4)   |                |
| (5)   |                |
| (6)   |                |
| (7)   |                |
| (8)   |                |
| (9)   |                |
| Total. (Column (b) must equal Form 990, Part X, col (B) line 25 ) ▶ | 50,505,996     |

2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII

☒

**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

|          |  |           |           |  |
|----------|--|-----------|-----------|--|
| <b>1</b> | Total revenue, gains, and other support per audited financial statements . . . . .                       |           | <b>1</b>  |  |
| <b>2</b> | Amounts included on line 1 but not on Form 990, Part VIII, line 12                                       |           |           |  |
| <b>a</b> | Net unrealized gains (losses) on investments . . . . .   | <b>2a</b> |           |  |
| <b>b</b> | Donated services and use of facilities . . . . .   | <b>2b</b> |           |  |
| <b>c</b> | Recoveries of prior year grants . . . . .  | <b>2c</b> |           |  |
| <b>d</b> | Other (Describe in Part XIII ) . . . . .   | <b>2d</b> |           |  |
| <b>e</b> | Add lines <b>2a</b> through <b>2d</b> . . . . .  |           | <b>2e</b> |  |
| <b>3</b> | Subtract line <b>2e</b> from line <b>1</b> . . . . .   |           | <b>3</b>  |  |
| <b>4</b> | Amounts included on Form 990, Part VIII, line 12, but not on line <b>1</b>                               |           |           |  |
| <b>a</b> | Investment expenses not included on Form 990, Part VIII, line 7b . . . . .                               | <b>4a</b> |           |  |
| <b>b</b> | Other (Describe in Part XIII ) . . . . .   | <b>4b</b> |           |  |
| <b>c</b> | Add lines <b>4a</b> and <b>4b</b> . . . . .  |           | <b>4c</b> |  |
| <b>5</b> | Total revenue. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12 ) . . . . . |           | <b>5</b>  |  |

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.**

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

|          |   |           |           |  |
|----------|---|-----------|-----------|--|
| <b>1</b> | Total expenses and losses per audited financial statements . . . . .                                      |           | <b>1</b>  |  |
| <b>2</b> | Amounts included on line 1 but not on Form 990, Part IX, line 25  |           |           |  |
| <b>a</b> | Donated services and use of facilities . . . . .  | <b>2a</b> |           |  |
| <b>b</b> | Prior year adjustments . . . . .  | <b>2b</b> |           |  |
| <b>c</b> | Other losses . . . . .  | <b>2c</b> |           |  |
| <b>d</b> | Other (Describe in Part XIII ) . . . . .  | <b>2d</b> |           |  |
| <b>e</b> | Add lines <b>2a</b> through <b>2d</b> . . . . .   |           | <b>2e</b> |  |
| <b>3</b> | Subtract line <b>2e</b> from line <b>1</b> . . . . .  |           | <b>3</b>  |  |
| <b>4</b> | Amounts included on Form 990, Part IX, line 25, but not on line <b>1</b> :                                |           |           |  |
| <b>a</b> | Investment expenses not included on Form 990, Part VIII, line 7b . . . . .                                | <b>4a</b> |           |  |
| <b>b</b> | Other (Describe in Part XIII ) . . . . .  | <b>4b</b> |           |  |
| <b>c</b> | Add lines <b>4a</b> and <b>4b</b> . . . . .   |           | <b>4c</b> |  |
| <b>5</b> | Total expenses. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18 ) . . . . . |           | <b>5</b>  |  |

**Part XIII Supplemental Information**

Provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

| Return Reference          | Explanation |
|---------------------------|-------------|
| See Additional Data Table |             |
|                           |             |
|                           |             |
|                           |             |
|                           |             |
|                           |             |
|                           |             |
|                           |             |

**Part XIII** Supplemental Information *(continued)*

| Return Reference | Explanation |
|------------------|-------------|
|                  |             |
|                  |             |
|                  |             |
|                  |             |
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**Additional Data**

**Software ID:**  
**Software Version:**  
**EIN:** 46-3130985  
**Name:** Baylor Scott & White Holdings

**Form 990, Schedule D, Part VIII - Investments Program Related**

| (a) Description of investment                      | (b) Book value | (c) Method of valuation<br>Cost or end-of-year market value |
|--|----------------|---|
| (1)Investment-BSW Health                           | 10,000,000     | C   |
| (2)Investment-Scott & White Healthcare             | 154,729,026    | C   |
| (3)Investment-Baylor Health Care System            | -4,729,026     | C   |
| (4)Loan to Scott & White Health Plan               | 60,000,000     | C   |
| (5)Loan to S&W Hospital Round Rock                 | 177,648,884    | C   |
| (6)Loan to S&W Hospital College Station            | 185,381,828    | C   |
| (7)Loan to S&W Continuing Care Hospital            | 16,141,114     | C   |
| (8)Loan to Baylor S&W Medical Centers Capitol Area | 36,774,596     | C   |
| (9)Loan to Hillcrest Baptist Medical Center        | 23,690,155     | C   |
| (10)Loan to Century Integrated Partners Inc        | 2,909,621      | C   |
| (11)Loan to Scott & White Clinic                   | 53,880,768     | C   |

**Supplemental Information**

| Return Reference | Explanation   |
|------------------|---|
| Part X, Line 2   | The filing organization does not have separate individual audited financial statements, however, the organization is included in BSW Holdings' combined audited financial statements (System) The System follows the provisions of ASC 740 "Income Taxes " As of June 30, 2018 and 2017, the System had no material gross unrecognized tax benefits |

**SCHEDULE F  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

Name of the organization  
Baylor Scott & White Holdings

**Statement of Activities Outside the United States**

► Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.

► Attach to Form 990.

► Information about Schedule F (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2017**

**Open to Public  
Inspection**

**Employer identification number**

46-3130985

**Part I** **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

**1 For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ Yes ☐ No



**2 For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States

**3** Activities per Region (The following Part I, line 3 table can be duplicated if additional space is needed )

| (a) Region  | (b) Number of offices in the region | (c) Number of employees, agents, and independent contractors in region | (d) Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region) | (e) If activity listed in (d) is a program service, describe specific type of service(s) in region | (f) Total expenditures for and investments in region |
|---|-------------------------------------|--|---|--|--|
| ( 1 ) See Add'l Data                              |                                     |  |   |  |  |
| ( 2 )   |                                     |  |   |  |  |
| ( 3 )   |                                     |  |   |  |  |
| ( 4 )   |                                     |  |   |  |  |
| ( 5 )   |                                     |  |   |  |  |
| <b>3a</b> Sub-total                               | 0                                   | 0  |   |  | 553,620,010  |
| <b>b</b> Total from continuation sheets to Part I |                                     |  |   |  | 0  |
| <b>c Totals</b> (add lines 3a and 3b)             | 0                                   | 0  |   |  | 553,620,010  |

**Part II** **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

| <b>1</b>     | <b>(a)</b> Name of organization | <b>(b)</b> IRS code section and EIN (if applicable) | <b>(c)</b> Region | <b>(d)</b> Purpose of grant | <b>(e)</b> Amount of cash grant | <b>(f)</b> Manner of cash disbursement | <b>(g)</b> Amount of non-cash assistance | <b>(h)</b> Description of non-cash assistance | <b>(i)</b> Method of valuation (book, FMV, appraisal, other) |
|--------------|---------------------------------|---|-------------------|-----------------------------|---------------------------------|--|--|---|--|
| <b>( 1 )</b> |                                 |   |                   |                             |                                 |  |  |   |  |
| <b>( 2 )</b> |                                 |   |                   |                             |                                 |  |  |   |  |
| <b>( 3 )</b> |                                 |   |                   |                             |                                 |  |  |   |  |
| <b>( 4 )</b> |                                 |   |                   |                             |                                 |  |  |   |  |

- 2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter . . . . .  \_\_\_\_\_
- 3 Enter total number of other organizations or entities . . . . .  \_\_\_\_\_

**Part III** **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16.

Part III can be duplicated if additional space is needed.

| (a) Type of grant or assistance | (b) Region | (c) Number of recipients | (d) Amount of cash grant | (e) Manner of cash disbursement | (f) Amount of non-cash assistance | (g) Description of non-cash assistance | (h) Method of valuation (book, FMV, appraisal, other) |
|---------------------------------|------------|--------------------------|--------------------------|---------------------------------|-----------------------------------|--|---|
| ( 1 )                           |            |                          |                          |                                 |                                   |  |   |
| ( 2 )                           |            |                          |                          |                                 |                                   |  |   |
| ( 3 )                           |            |                          |                          |                                 |                                   |  |   |
| ( 4 )                           |            |                          |                          |                                 |                                   |  |   |
| ( 5 )                           |            |                          |                          |                                 |                                   |  |   |
| ( 6 )                           |            |                          |                          |                                 |                                   |  |   |
| ( 7 )                           |            |                          |                          |                                 |                                   |  |   |
| ( 8 )                           |            |                          |                          |                                 |                                   |  |   |
| ( 9 )                           |            |                          |                          |                                 |                                   |  |   |
| ( 10 )                          |            |                          |                          |                                 |                                   |  |   |
| ( 11 )                          |            |                          |                          |                                 |                                   |  |   |
| ( 12 )                          |            |                          |                          |                                 |                                   |  |   |
| ( 13 )                          |            |                          |                          |                                 |                                   |  |   |
| ( 14 )                          |            |                          |                          |                                 |                                   |  |   |
| ( 15 )                          |            |                          |                          |                                 |                                   |  |   |
| ( 16 )                          |            |                          |                          |                                 |                                   |  |   |
| ( 17 )                          |            |                          |                          |                                 |                                   |  |   |
| ( 18 )                          |            |                          |                          |                                 |                                   |  |   |

**Part IV Foreign Forms**

- 1 Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U S Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* ☒ Yes ☐ No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to separately file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U S Owner (see Instructions for Forms 3520 and 3520-A, do not file with Form 990)* ☐ Yes ☒ No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U S Persons with Respect to Certain Foreign Corporations (see Instructions for Form 5471)* ☒ Yes ☐ No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)* ☒ Yes ☐ No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U S Persons with Respect to Certain Foreign Partnerships (see Instructions for Form 8865)* ☒ Yes ☐ No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see Instructions for Form 5713, do not file with Form 990)* ☐ Yes ☒ No

**Part V** **Supplemental Information**

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

| Return Reference | Explanation   |
|------------------|---------------|
| Part I, line 3   | Accrual Basis |

**Additional Data**

**Software ID:**  
**Software Version:**  
**EIN:** 46-3130985  
**Name:** Baylor Scott & White Holdings

**Form 990 Schedule F Part I - Activities Outside The United States**

| (a) Region                        | (b) Number of offices in the region | (c) Number of employees or agents in region | (d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region) | (e) If activity listed in (d) is a program service, describe specific type of service(s) in region | (f) Total expenditures for region |
|-----------------------------------|-------------------------------------|---|--|--|-----------------------------------|
| Central America and the Caribbean |                                     |   | Investments  |  | 540,390,496                       |
| Europe                            |                                     |   | Investments  |  | 13,220,093                        |

| Form 990 Schedule F Part I - Activities Outside The United States |                                     |   |  |  |                                   |
|---|-------------------------------------|---|--|--|-----------------------------------|
| (a) Region  | (b) Number of offices in the region | (c) Number of employees or agents in region | (d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region) | (e) If activity listed in (d) is a program service, describe specific type of service(s) in region | (f) Total expenditures for region |
| Central America and the Caribbean                                 | 0                                   | 0   | Program Services   | Insurance Meeting  | 8,934                             |
| North America   | 0                                   | 0   | Program Services   | Medical Education  | 487                               |

**Schedule J**  
(Form 990)

**Compensation Information**

OMB No 1545-0047

**For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**  
**▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.**  
**▶ Attach to Form 990.**  
**▶ Information about Schedule J (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**

**2017**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

|   |  |
|---|--|
| Name of the organization<br>Baylor Scott & White Holdings | Employer identification number<br>46-3130985 |
|---|--|

**Part I Questions Regarding Compensation**

|  | Yes   | No  |   |  |   |   |  |  |  |  |
|--|---|---|---|--|---|---|--|--|--|--|
| <b>1a</b> Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <table style="width:100%; margin-top: 10px;"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input checked="" type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input checked="" type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input checked="" type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input checked="" type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input checked="" type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table> | <input type="checkbox"/> First-class or charter travel                              | <input checked="" type="checkbox"/> Housing allowance or residence for personal use | <input checked="" type="checkbox"/> Travel for companions               | <input type="checkbox"/> Payments for business use of personal residence | <input checked="" type="checkbox"/> Tax indemnification and gross-up payments | <input checked="" type="checkbox"/> Health or social club dues or initiation fees   | <input checked="" type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |  |  |
| <input type="checkbox"/> First-class or charter travel   | <input checked="" type="checkbox"/> Housing allowance or residence for personal use |   |   |  |   |   |  |  |  |  |
| <input checked="" type="checkbox"/> Travel for companions  | <input type="checkbox"/> Payments for business use of personal residence            |   |   |  |   |   |  |  |  |  |
| <input checked="" type="checkbox"/> Tax indemnification and gross-up payments  | <input checked="" type="checkbox"/> Health or social club dues or initiation fees   |   |   |  |   |   |  |  |  |  |
| <input checked="" type="checkbox"/> Discretionary spending account   | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)            |   |   |  |   |   |  |  |  |  |
| <b>b</b> If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain  | <b>1b</b> Yes   |   |   |  |   |   |  |  |  |  |
| <b>2</b> Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?  | <b>2</b> Yes  |   |   |  |   |   |  |  |  |  |
| <b>3</b> Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. <table style="width:100%; margin-top: 10px;"> <tr> <td><input checked="" type="checkbox"/> Compensation committee</td> <td><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input checked="" type="checkbox"/> Independent compensation consultant</td> <td><input checked="" type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>   | <input checked="" type="checkbox"/> Compensation committee                          | <input type="checkbox"/> Written employment contract                                | <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study         | <input type="checkbox"/> Form 990 of other organizations                      | <input checked="" type="checkbox"/> Approval by the board or compensation committee |  |  |  |  |
| <input checked="" type="checkbox"/> Compensation committee   | <input type="checkbox"/> Written employment contract                                |   |   |  |   |   |  |  |  |  |
| <input checked="" type="checkbox"/> Independent compensation consultant  | <input checked="" type="checkbox"/> Compensation survey or study                    |   |   |  |   |   |  |  |  |  |
| <input type="checkbox"/> Form 990 of other organizations   | <input checked="" type="checkbox"/> Approval by the board or compensation committee |   |   |  |   |   |  |  |  |  |
| <b>4</b> During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:  |   |   |   |  |   |   |  |  |  |  |
| <b>a</b> Receive a severance payment or change-of-control payment?   | <b>4a</b> Yes   |   |   |  |   |   |  |  |  |  |
| <b>b</b> Participate in, or receive payment from, a supplemental nonqualified retirement plan?   | <b>4b</b> Yes   |   |   |  |   |   |  |  |  |  |
| <b>c</b> Participate in, or receive payment from, an equity-based compensation arrangement?  | <b>4c</b>   | No  |   |  |   |   |  |  |  |  |
| If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.  |   |   |   |  |   |   |  |  |  |  |
| <b>Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.</b>  |   |   |   |  |   |   |  |  |  |  |
| <b>5</b> For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:  |   |   |   |  |   |   |  |  |  |  |
| <b>a</b> The organization?   | <b>5a</b>   | No  |   |  |   |   |  |  |  |  |
| <b>b</b> Any related organization?   | <b>5b</b>   | No  |   |  |   |   |  |  |  |  |
| If "Yes," on line 5a or 5b, describe in Part III.  |   |   |   |  |   |   |  |  |  |  |
| <b>6</b> For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:  |   |   |   |  |   |   |  |  |  |  |
| <b>a</b> The organization?   | <b>6a</b>   | No  |   |  |   |   |  |  |  |  |
| <b>b</b> Any related organization?   | <b>6b</b>   | No  |   |  |   |   |  |  |  |  |
| If "Yes," on line 6a or 6b, describe in Part III.  |   |   |   |  |   |   |  |  |  |  |
| <b>7</b> For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described in lines 5 and 6? If "Yes," describe in Part III.  | <b>7</b> Yes  |   |   |  |   |   |  |  |  |  |
| <b>8</b> Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.  | <b>8</b>  | No  |   |  |   |   |  |  |  |  |
| <b>9</b> If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?  | <b>9</b>  |   |   |  |   |   |  |  |  |  |

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

**Note.** The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

See Additional Data Table

Schedule J (Form 990) 2017

**Part III Supplemental Information**

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

| Return Reference               | Explanation  |
|--------------------------------|--|
| Part I, Line 1a                | Travel for companions-The organization reimburses eligible employees and board members certain reasonable travel expenses associated with spousal travel where the spouse's presence is important to the event. These events may include, for example, board meetings, business meetings, and award ceremonies approved by the BSW Holdings' CEO, COO or CFO. All spousal travel reimbursements are treated as taxable compensation. Nine of the persons listed in the Form 990, Part VII, Section A, received this benefit during the tax year. Tax indemnification and gross-up payments-The organization provides tax indemnification where the BSW Holdings' CEO, COO or CFO determines there is justification to reimburse an individual for the tax impact on certain taxable, non-cash benefits provided to them. All tax indemnification payments provided are treated as taxable compensation. Ten of the persons listed in the Form 990, Part VII, Section A, received this benefit during the tax year. Discretionary spending account-The organization provides eligible employees who travel frequently in their personal vehicle an auto expense allowance in lieu of reimbursement for business mileage under the organization's business travel and expense reimbursement policy. All auto expense allowances are treated as taxable compensation. Eleven of the persons listed in the Form 990, Part VII, Section A, received this benefit during the tax year. Housing allowance or residence for personal use-The organization provides temporary housing to eligible employees under the organization's moving and relocation reimbursement policy. All temporary housing provided to any employee is treated as taxable compensation. Three of the persons listed in the Form 990, Part VII, Section A, received this benefit during the tax year. In addition, the organization provides a parsonage allowance to full-time ordained ministers who perform services in the exercise of the ministry. All parsonage allowances provided to any minister is treated as non-taxable compensation in accordance with IRC Section 107. One person listed in the Form 990, Part VII, Section A, received this benefit during the tax year. Health or social club dues or initiation fees-The organization may reimburse eligible employees for dues for a health club and/or a social club where there is a bona fide business need for the membership. For example, as part of the organization's promotion of health, the organization will cover a portion of any employees' fitness center club membership dues paid to an affiliated entity that owns and operates a fitness center. All employees are eligible for this benefit. Such reimbursements are treated as taxable compensation to the extent any part of the membership is used for personal use. Seven of the persons listed in the Form 990, Part VII, Section A, received this benefit during the tax year.   |
| Part I, Line 3                 | Process for determining compensation. The organization, a controlled affiliate of BSW Holdings, recognizes that those chosen to lead the organization are vital to its ongoing success and growth. Thus, it must attract, retain and engage the highest quality officers and key employees to lead the organization and help the organization maintain its national reputation for achieving high targets for medical quality, patient safety, and patient satisfaction. A significant portion of the organization's officers and key employees' total compensation is based on significant performance achievements. This strategy places a greater emphasis on the importance of the organization achieving targeted improvements in the areas of people, quality, patient satisfaction and financial stewardship, annually. Total executive compensation is part of an integrated talent management strategy developed by the BSW Holdings Board of Trustees and its Compensation Committee to attract, motivate, and retain the best leadership resources for the organization. Executive compensation is determined pursuant to guidelines outlined in the intermediate sanction rules under IRC Section 4958 including taking steps to meet the rebuttable presumption standard of reasonableness under Treasury Regulation 53.4958-6, as summarized below. When making compensation decisions, the organization compares itself to similarly-sized, and structured businesses including other integrated health care service systems and other similarly-sized organizations, both locally and nationally. Each year the BSW Holdings Board of Trustees and the Compensation Committee, on behalf of the organization through reserved powers held by BSW Holdings, works directly with an independent compensation expert(s) to identify reasonable and competitive market rates as well as provide an annual review of the total compensation of the organization's top management officials and other officers and key employees to ensure total compensation is within a fair market range. The annual review included management reviewing all officers and key employees listed on the Form 990 during the current tax year. Any individual whose direct compensation exceeded the projected compensation from prior year, any new individual whose position has not been reviewed by the Compensation Committee during the prior 2 years, or any individual whose responsibilities or scope of operations expanded during the current year were reviewed by the Compensation Committee during the current tax year. The Compensation Committee is made up of members of the BSW Holdings Board of Trustees, who are independent, community volunteers. Guided by the information provided by the independent compensation expert(s), the Compensation Committee approves the annual process and methodology for setting fair market salary ranges, earned incentives, and/or benefit offerings for the organization's President, other officers and/or key employees to be comparable to similar organizations for similar services and/or positions. Furthermore, the Compensation Committee is charged with the responsibility of reviewing annually the major elements of the executive compensation program to assure designs remain consistent with the business needs, market practices, and compensation philosophy. As part of the decision making process, the Compensation Committee will often meet in executive session to discuss and review recommendations made by the independent compensation expert(s). No officer or key employee whose compensation is being reviewed is present during these discussions. All decisions are properly documented in the minutes of the meetings. |
| Part I, Lines 4a-b             | Severance or Change of Control Payments. Stephen Sullivan received a severance payment in the amount of \$88,333. Supplemental Nonqualified Retirement Plan. In order to recruit and retain key talent, BSW Holdings and certain tax exempt affiliates (BSWH) offers a supplemental non-qualified retirement plan to eligible employees. The plan provides an annual benefit (based on a percentage of compensation) to the employee that is paid to the employee on a future date upon vesting in the plan. The following individual(s) participated in and/or received payments (noted in parenthesis) from BSWH's supplemental non-qualified retirement plan during the tax year: Alejandro Arroliga, M.D., F.D., David Winter, M.D. (\$275,243), Francis P. Anderson, Fred Savelsbergh (\$200,447), Gary Brock, James Hinton, Joel Allison (\$239,286), John Lacy, John McWhorter, Kristi Sherrill, Lavone Arthur, Paul Madeley, M.D. (\$131,734), Peter McCanna, Richard Grace, Robert A. Probe, M.D., Robert Michalski, Robert W. Pryor, M.D. (\$161,287), Stephen Sullivan (\$55,384), William Boyd (\$207,367), William L. Rayburn, M.D. Also, select officers, as designated by BSW Holdings' governing body, are eligible to participate in a Long Term Incentive Plan that is designed to recognize the key senior leaders' value and contribution to BSWH as well as align their compensation to the long term strategy of BSWH. Performance targets are based upon a percentage of the participant's base salary and are developed by independent third party expert(s) using market competitive data within the guides of reasonableness. The plan is based on BSWH's three-year performance against its peers, determined based on peer rankings or percentile rankings in quality, patient satisfaction and financial performance. At the end of three years, awards are determined by BSW Holdings' governing body for participants. Payouts are partially made in cash and the remainder vests over an additional two year period. The following individual participated in and/or received payments (noted in parenthesis) from this plan during the tax year: Fred Savelsbergh (\$425,997), Gary Brock (\$538,068), John Lacy (\$114,319), John McWhorter (\$496,458), Lavone Arthur (\$106,612), Robert A. Probe, M.D. (\$109,222) and William Boyd (\$855,628).  |
| Part I, Line 7                 | The organization has adopted and implemented BSW Holdings', the organization's ultimate parent, Annual Incentive Program to provide a market competitive total cash compensation incentive program that is designed to attract and retain key leaders and establish greater individual accountability and alignment to business performance. Payout targets are based upon a percentage of base pay and are developed by independent third party expert(s) using comparable market competitive data within the bounds of reasonableness and that are reviewed and approved by BSW Holdings' governing body. Payout levels are based upon a combination of system, entity, and individual performance using various metrics related to quality, patient satisfaction, employee retention, and financial stewardship. BSW Holdings' governing body may approve modifications to annual incentive awards provided under the program consistent with market comparability data.  |
| Form 990, Schedule J, Part III | Supplemental Information. Governing Body Compensation. The members of the governing body serve on a voluntary basis and receive no cash compensation from the organization for these duties as a member of the governing body. Some, but not all, members may have received modest benefits incident to their service on the board and/or multiple board committees or received compensation as an employee of a related organization. These benefits may include reimbursement for certain reasonable expenses paid on behalf of the member's spouse while accompanying the member on business travel on behalf of the related organization. All such benefits are treated as taxable compensation to the extent required by law and are reported in the Form 990 where applicable.   |

Additional Data

Software ID:  
Software Version:  
EIN: 46-3130985  
Name: Baylor Scott & White Holdings

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

| (A) Name and Title   |      | (B) Breakdown of W-2 and/or 1099-MISC compensation |                                     |                                     | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation in column (B) reported as deferred on prior Form 990 |
|--|------|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|---|
|  |      | (i) Base Compensation                              | (ii) Bonus & incentive compensation | (iii) Other reportable compensation |  |                         |                                 |   |
| 1Alejandro Arroliga MD<br>Trustee                            | (i)  | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
|  | (ii) | 687,785  | 247,149                             | 7,201                               | 109,871  | 26,352                  | 1,078,358                       | 0   |
| 1Paul Madeley MD<br>Trustee                                  | (i)  | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
|  | (ii) | 346,835  | 0                                   | 137,528                             | 13,500   | 18,954                  | 516,817                         | 81,442  |
| 2William L Rayburn MD<br>Trustee                             | (i)  | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
|  | (ii) | 599,363  | 216,747                             | 11,967                              | 96,261   | 22,051                  | 946,389                         | 0   |
| 3F David Winter MD<br>Trustee                                | (i)  | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
|  | (ii) | 911,500  | 0                                   | 284,105                             | 13,500   | 20,958                  | 1,230,063                       | 158,881   |
| 4Francis P Anderson<br>Treasurer                             | (i)  | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
|  | (ii) | 357,319  | 91,773                              | 8,417                               | 53,922   | 10,848                  | 522,279                         | 0   |
| 5James Hinton<br>Chief Executive Officer                     | (i)  | 1,294,049  | 1,382,500                           | 158,884                             | 168,842  | 28,602                  | 3,032,877                       | 0   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| 6John McWhorter<br>Chief Operating Officer                   | (i)  | 916,251  | 856,337                             | 20,826                              | 395,229  | 35,939                  | 2,224,582                       | 252,156   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| 7Robert A Probe MD<br>Chief Medical Officer                  | (i)  | 764,549  | 526,100                             | 19,981                              | 236,361  | 35,861                  | 1,582,852                       | 0   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| 8Fred Savelsbergh<br>Chief Financial Officer                 | (i)  | 756,772  | 722,721                             | 224,420                             | 327,281  | 31,111                  | 2,062,305                       | 425,015   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| 9Peter McCanna<br>President/Interim CFO                      | (i)  | 305,168  | 500,000                             | 32,454                              | 164,587  | 16,889                  | 1,019,098                       | 0   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| 10Lavone Arthur<br>Chief Strategy Officer                    | (i)  | 459,994  | 263,660                             | 18,182                              | 179,719  | 22,251                  | 943,806                         | 0   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| 11Gary Brock<br>Chief IDN Officer                            | (i)  | 972,315  | 915,088                             | 23,822                              | 415,846  | 18,899                  | 2,345,970                       | 282,130   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| 12John Lacy<br>Chief Human Resource Officer                  | (i)  | 490,926  | 304,422                             | 34,223                              | 194,949  | 28,509                  | 1,053,029                       | 0   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| 13Robert Michalski<br>Chief Compliance Officer               | (i)  | 267,037  | 71,309                              | 3,119                               | 42,091   | 27,305                  | 410,861                         | 0   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| 14Kristi Sherrill<br>Chief Plc'y, Govt & Comm<br>Affairs Off | (i)  | 384,854  | 134,925                             | 14,218                              | 59,794   | 9,556                   | 603,347                         | 0   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| 15Richard Grace<br>Chief Mission Ministry<br>Officer         | (i)  | 158,361  | 52,678                              | 4,485                               | 24,843   | 26,839                  | 267,206                         | 0   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| 16Rebecca Lincer<br>Special Asst to CEO                      | (i)  | 111,553  | 26,835                              | 1,123                               | 5,922  | 16,087                  | 161,520                         | 0   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| 17Joel Allison<br>Former Officer                             | (i)  | 390,097  | 382,135                             | 287,791                             | 7,048  | 3,130                   | 1,070,201                       | 0   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| 18William Boyd<br>Former Officer                             | (i)  | 670,237  | 1,159,929                           | 338,740                             | 13,500   | 11,855                  | 2,194,261                       | 442,977   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| 19Robert W Pryor MD<br>Former Officer                        | (i)  | 0  | 0                                   | 161,287                             | 0  | 0                       | 161,287                         | 161,287   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |

| Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees |      |  |                                     |                                     |  |                         |                                 |   |
|---|------|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|---|
| (A) Name and Title  |      | (B) Breakdown of W-2 and/or 1099-MISC compensation |                                     |                                     | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation in column (B) reported as deferred on prior Form 990 |
|   |      | (i) Base Compensation                              | (ii) Bonus & incentive compensation | (iii) Other reportable compensation |  |                         |                                 |   |
| 21 Stephen Sullivan<br>Former Key Employee  | (i)  | 0  | 0                                   | 143,718                             | 0  | 0                       | 143,718                         | 55,384  |
|   |      | - - - - -  | - - - - -                           | - - - - -                           | - - - - -                                      | - - - - -               | - - - - -                       | - - - - -   |
|   | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |

Schedule K  
(Form 990)

Supplemental Information on Tax-Exempt Bonds

OMB No 1545-0047

2017

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

Name of the organization  
Baylor Scott & White Holdings

Employer identification number  
46-3130985

► Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.  
► Attach to Form 990.  
► Information about Schedule K (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Part I

Bond Issues

| (a) Issuer name  | (b) Issuer EIN | (c) CUSIP # | (d) Date issued | (e) Issue price | (f) Description of purpose  | (g) Defeased |    | (h) On behalf of issuer |    | (i) Pool financing |    |
|--|----------------|-------------|-----------------|-----------------|---|--------------|----|-------------------------|----|--------------------|----|
|  |                |             |                 |                 |   | Yes          | No | Yes                     | No | Yes                | No |
| A Tarrant County Cultural Education Facilities Finance Corporation | 04-3833551     | 000000000   | 05-15-2015      | 176,960,000     | Refunding Issues of 8/2008, 2/2009, and 6/2010                              |              | X  |                         | X  |                    | X  |
| B Tarrant County Cultural Education Facilities Finance Corporation | 04-3833551     | 87638QPP8   | 04-19-2016      | 424,888,395     | Refunding of Series 2010 and Construction/Renovation of Hospital Facilities |              | X  |                         | X  |                    | X  |
| C Tarrant County Cultural Education Facilities Finance Corporation | 04-3833551     | 000000000   | 12-23-2015      | 174,835,000     | Refunding Issues of 6/2008 & 6/2011   |              | X  |                         | X  |                    | X  |
| D Tarrant County Cultural Education Facilities Finance Corporation | 04-3833551     | 000000000   | 09-01-2017      | 76,760,000      | Refunding Issues of 3/2013  |              | X  |                         | X  |                    | X  |

Part II

Proceeds

|    |  | A           |    | B           |    | C           |    | D          |    |
|----|--|-------------|----|-------------|----|-------------|----|------------|----|
| 1  | Amount of bonds retired . . . . .  | 6,895,000   |    | 8,105,000   |    | 43,940,000  |    |            |    |
| 2  | Amount of bonds legally defeased . . . . .   |             |    |             |    |             |    |            |    |
| 3  | Total proceeds of issue . . . . .  | 176,960,000 |    | 425,561,988 |    | 174,835,000 |    | 76,760,000 |    |
| 4  | Gross proceeds in reserve funds . . . . .  |             |    |             |    |             |    |            |    |
| 5  | Capitalized interest from proceeds . . . . .   |             |    |             |    |             |    |            |    |
| 6  | Proceeds in refunding escrows . . . . .  |             |    |             |    |             |    |            |    |
| 7  | Issuance costs from proceeds . . . . .   |             |    | 1,790,486   |    |             |    |            |    |
| 8  | Credit enhancement from proceeds . . . . .   |             |    |             |    |             |    |            |    |
| 9  | Working capital expenditures from proceeds . . . . .   |             |    |             |    |             |    |            |    |
| 10 | Capital expenditures from proceeds . . . . .   |             |    | 76,851,545  |    |             |    |            |    |
| 11 | Other spent proceeds . . . . .   | 176,960,000 |    | 317,092,920 |    | 174,835,000 |    | 76,760,000 |    |
| 12 | Other unspent proceeds . . . . .   |             |    | 29,827,037  |    |             |    |            |    |
| 13 | Year of substantial completion . . . . .   | 2015        |    |             |    | 2015        |    |            |    |
|    |  | Yes         | No | Yes         | No | Yes         | No | Yes        | No |
| 14 | Were the bonds issued as part of a current refunding issue? . . . . .  |             | X  |             | X  | X           |    | X          |    |
| 15 | Were the bonds issued as part of an advance refunding issue? . . . . .   | X           |    | X           |    |             | X  |            | X  |
| 16 | Has the final allocation of proceeds been made? . . . . .  | X           |    |             | X  | X           |    | X          |    |
| 17 | Does the organization maintain adequate books and records to support the final allocation of proceeds? . . . . . | X           |    | X           |    | X           |    | X          |    |

Part III

Private Business Use

|   |  |  |  |  | A   |    | B   |    | C   |    | D   |    |
|---|--|--|--|--|-----|----|-----|----|-----|----|-----|----|
|   |  |  |  |  | Yes | No | Yes | No | Yes | No | Yes | No |
| 1 | Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds? . . . . . |  |  |  |     | X  |     | X  |     | X  |     | X  |
| 2 | Are there any lease arrangements that may result in private business use of bond-financed property? . . . . .                        |  |  |  |     | X  |     | X  |     | X  |     | X  |

**Part III Private Business Use** (Continued)

|   | <b>A</b>   |           | <b>B</b>   |           | <b>C</b>   |           | <b>D</b>   |           |
|---|------------|-----------|------------|-----------|------------|-----------|------------|-----------|
|   | <b>Yes</b> | <b>No</b> | <b>Yes</b> | <b>No</b> | <b>Yes</b> | <b>No</b> | <b>Yes</b> | <b>No</b> |
| <b>3a</b> Are there any management or service contracts that may result in private business use of bond-financed property? . . . . .  | X          |           | X          |           | X          |           | X          |           |
| <b>b</b> If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?   | X          |           | X          |           | X          |           | X          |           |
| <b>c</b> Are there any research agreements that may result in private business use of bond-financed property? . . . . .   |            | X         |            | X         |            | X         |            | X         |
| <b>d</b> If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?   |            |           |            |           |            |           |            |           |
| <b>4</b> Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government . . . . ▶  |            |           |            |           |            |           |            |           |
| <b>5</b> Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government . . . . . ▶ |            |           |            |           |            |           |            |           |
| <b>6</b> Total of lines 4 and 5 . . . . .   |            |           |            |           |            |           |            |           |
| <b>7</b> Does the bond issue meet the private security or payment test? . . .   |            | X         |            | X         |            | X         |            | X         |
| <b>8a</b> Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued? . . . . .  |            | X         |            | X         |            | X         |            | X         |
| <b>b</b> If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of . .  |            |           |            |           |            |           |            |           |
| <b>c</b> If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2? . . . . .  |            |           |            |           |            |           |            |           |
| <b>9</b> Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2? . . . . .                             | X          |           | X          |           | X          |           | X          |           |

**Part IV Arbitrage**

|   | <b>A</b>   |           | <b>B</b>   |           | <b>C</b>   |           | <b>D</b>   |           |
|---|------------|-----------|------------|-----------|------------|-----------|------------|-----------|
|   | <b>Yes</b> | <b>No</b> | <b>Yes</b> | <b>No</b> | <b>Yes</b> | <b>No</b> | <b>Yes</b> | <b>No</b> |
| <b>1</b> Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate? . . . . |            | X         |            | X         |            | X         |            | X         |
| <b>2</b> If "No" to line 1, did the following apply? . . . .  |            |           |            |           |            |           |            |           |
| <b>a</b> Rebate not due yet? . . . . .  |            | X         | X          |           |            | X         |            | X         |
| <b>b</b> Exception to rebate? . . . . .   | X          |           |            | X         | X          |           | X          |           |
| <b>c</b> No rebate due? . . . . .   |            | X         |            | X         |            | X         |            | X         |
| If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed . . . . .                               |            |           |            |           |            |           |            |           |
| <b>3</b> Is the bond issue a variable rate issue? . . . . .   |            | X         |            | X         | X          |           | X          |           |
| <b>4a</b> Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?      |            | X         |            | X         |            | X         |            | X         |
| <b>b</b> Name of provider . . . . .   |            |           |            |           |            |           |            |           |
| <b>c</b> Term of hedge . . . . .  |            |           |            |           |            |           |            |           |
| <b>d</b> Was the hedge superintegrated? . . . . .   |            |           |            |           |            |           |            |           |
| <b>e</b> Was the hedge terminated? . . . . .  |            |           |            |           |            |           |            |           |

**Part IV Arbitrage** (Continued)

|  | <b>A</b>   |           | <b>B</b>   |           | <b>C</b>   |           | <b>D</b>   |           |
|--|------------|-----------|------------|-----------|------------|-----------|------------|-----------|
|  | <b>Yes</b> | <b>No</b> | <b>Yes</b> | <b>No</b> | <b>Yes</b> | <b>No</b> | <b>Yes</b> | <b>No</b> |
| <b>5a</b> Were gross proceeds invested in a guaranteed investment contract (GIC)?                                |            | X         |            | X         |            | X         |            | X         |
| <b>b</b> Name of provider . . . . .  |            |           |            |           |            |           |            |           |
| <b>c</b> Term of GIC . . . . .   |            |           |            |           |            |           |            |           |
| <b>d</b> Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied? . . . . .   |            |           |            |           |            |           |            |           |
| <b>6</b> Were any gross proceeds invested beyond an available temporary period?                                  |            | X         |            | X         |            | X         |            | X         |
| <b>7</b> Has the organization established written procedures to monitor the requirements of section 148? . . . . | X          |           | X          |           | X          |           | X          |           |

**Part V Procedures To Undertake Corrective Action**

|  | <b>A</b>   |           | <b>B</b>   |           | <b>C</b>   |           | <b>D</b>   |           |
|--|------------|-----------|------------|-----------|------------|-----------|------------|-----------|
|  | <b>Yes</b> | <b>No</b> | <b>Yes</b> | <b>No</b> | <b>Yes</b> | <b>No</b> | <b>Yes</b> | <b>No</b> |
| Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations? | X          |           | X          |           | X          |           | X          |           |

**Part VI Supplemental Information.** Provide additional information for responses to questions on Schedule K (see instructions).

| Return Reference                                     | Explanation  |
|--|--|
| Part II, Line 3, Column B<br>Total Proceeds of Issue | The difference between Part I, Line B, Column (e) and Part II, Line 3 is due to investment earnings of \$673,593 |

Schedule K  
(Form 990)

Supplemental Information on Tax-Exempt Bonds

OMB No 1545-0047

2017

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

► Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.  
► Attach to Form 990.  
► Information about Schedule K (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization  
Baylor Scott & White Holdings

Employer identification number  
46-3130985

| Part I Bond Issues   |                |             |                 |                 |                                      |              |    |                         |    |                    |    |
|--|----------------|-------------|-----------------|-----------------|--------------------------------------|--------------|----|-------------------------|----|--------------------|----|
| (a) Issuer name  | (b) Issuer EIN | (c) CUSIP # | (d) Date issued | (e) Issue price | (f) Description of purpose           | (g) Defeased |    | (h) On behalf of issuer |    | (i) Pool financing |    |
|  |                |             |                 |                 |                                      | Yes          | No | Yes                     | No | Yes                | No |
| A Tarrant County Cultural Education Facilities Finance Corporation | 04-3833551     | 000000000   | 09-01-2017      | 118,940,000     | Refunding Issues of 6/2011 & 12/2015 |              | X  |                         | X  |                    | X  |

| Part II |  | Proceeds    |    |     |    |     |    |     |    |
|---------|--|-------------|----|-----|----|-----|----|-----|----|
|         |  | A           |    | B   |    | C   |    | D   |    |
| 1       | Amount of bonds retired . . . . .  |             |    |     |    |     |    |     |    |
| 2       | Amount of bonds legally defeased . . . . .   |             |    |     |    |     |    |     |    |
| 3       | Total proceeds of issue . . . . .  | 118,940,000 |    |     |    |     |    |     |    |
| 4       | Gross proceeds in reserve funds . . . . .  |             |    |     |    |     |    |     |    |
| 5       | Capitalized interest from proceeds . . . . .   |             |    |     |    |     |    |     |    |
| 6       | Proceeds in refunding escrows . . . . .  |             |    |     |    |     |    |     |    |
| 7       | Issuance costs from proceeds . . . . .   |             |    |     |    |     |    |     |    |
| 8       | Credit enhancement from proceeds . . . . .   |             |    |     |    |     |    |     |    |
| 9       | Working capital expenditures from proceeds . . . . .   |             |    |     |    |     |    |     |    |
| 10      | Capital expenditures from proceeds . . . . .   |             |    |     |    |     |    |     |    |
| 11      | Other spent proceeds . . . . .   | 118,940,000 |    |     |    |     |    |     |    |
| 12      | Other unspent proceeds . . . . .   |             |    |     |    |     |    |     |    |
| 13      | Year of substantial completion . . . . .   |             |    |     |    |     |    |     |    |
|         |  | Yes         | No | Yes | No | Yes | No | Yes | No |
| 14      | Were the bonds issued as part of a current refunding issue? . . . . .  | X           |    |     |    |     |    |     |    |
| 15      | Were the bonds issued as part of an advance refunding issue? . . . . .   |             | X  |     |    |     |    |     |    |
| 16      | Has the final allocation of proceeds been made? . . . . .  | X           |    |     |    |     |    |     |    |
| 17      | Does the organization maintain adequate books and records to support the final allocation of proceeds? . . . . . | X           |    |     |    |     |    |     |    |

| Part III Private Business Use |  |     |    |     |    |     |    |     |    |
|-------------------------------|--|-----|----|-----|----|-----|----|-----|----|
|                               |  | A   |    | B   |    | C   |    | D   |    |
|                               |  | Yes | No | Yes | No | Yes | No | Yes | No |
| 1                             | Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds? . . . . . |     | X  |     |    |     |    |     |    |
| 2                             | Are there any lease arrangements that may result in private business use of bond-financed property? . . . . .                        |     | X  |     |    |     |    |     |    |

**Part III Private Business Use** (Continued)

|   | <b>A</b>   |           | <b>B</b>   |           | <b>C</b>   |           | <b>D</b>   |           |
|---|------------|-----------|------------|-----------|------------|-----------|------------|-----------|
|   | <b>Yes</b> | <b>No</b> | <b>Yes</b> | <b>No</b> | <b>Yes</b> | <b>No</b> | <b>Yes</b> | <b>No</b> |
| <b>3a</b> Are there any management or service contracts that may result in private business use of bond-financed property? . . . . .  | X          |           |            |           |            |           |            |           |
| <b>b</b> If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?   | X          |           |            |           |            |           |            |           |
| <b>c</b> Are there any research agreements that may result in private business use of bond-financed property? . . . . .   |            | X         |            |           |            |           |            |           |
| <b>d</b> If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?   |            |           |            |           |            |           |            |           |
| <b>4</b> Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government . . . . . ▶  |            |           |            |           |            |           |            |           |
| <b>5</b> Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government . . . . . ▶ |            |           |            |           |            |           |            |           |
| <b>6</b> Total of lines 4 and 5 . . . . .   |            |           |            |           |            |           |            |           |
| <b>7</b> Does the bond issue meet the private security or payment test? . . . .   |            | X         |            |           |            |           |            |           |
| <b>8a</b> Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued? . . . . .  |            | X         |            |           |            |           |            |           |
| <b>b</b> If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of . . . .  |            |           |            |           |            |           |            |           |
| <b>c</b> If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2? . . . . .  |            |           |            |           |            |           |            |           |
| <b>9</b> Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2? . . . . .                             | X          |           |            |           |            |           |            |           |

**Part IV Arbitrage**

|   | <b>A</b>   |           | <b>B</b>   |           | <b>C</b>   |           | <b>D</b>   |           |
|---|------------|-----------|------------|-----------|------------|-----------|------------|-----------|
|   | <b>Yes</b> | <b>No</b> | <b>Yes</b> | <b>No</b> | <b>Yes</b> | <b>No</b> | <b>Yes</b> | <b>No</b> |
| <b>1</b> Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate? . . . . . |            | X         |            |           |            |           |            |           |
| <b>2</b> If "No" to line 1, did the following apply? . . . . .  |            |           |            |           |            |           |            |           |
| <b>a</b> Rebate not due yet? . . . . .  |            | X         |            |           |            |           |            |           |
| <b>b</b> Exception to rebate? . . . . .   | X          |           |            |           |            |           |            |           |
| <b>c</b> No rebate due? . . . . .   |            | X         |            |           |            |           |            |           |
| If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed . . . . .                                 |            |           |            |           |            |           |            |           |
| <b>3</b> Is the bond issue a variable rate issue? . . . . .   | X          |           |            |           |            |           |            |           |
| <b>4a</b> Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?        |            | X         |            |           |            |           |            |           |
| <b>b</b> Name of provider . . . . .   |            |           |            |           |            |           |            |           |
| <b>c</b> Term of hedge . . . . .  |            |           |            |           |            |           |            |           |
| <b>d</b> Was the hedge superintegrated? . . . . .   |            |           |            |           |            |           |            |           |
| <b>e</b> Was the hedge terminated? . . . . .  |            |           |            |           |            |           |            |           |

**Part IV Arbitrage** (Continued)

|  | <b>A</b>   |           | <b>B</b>   |           | <b>C</b>   |           | <b>D</b>   |           |
|--|------------|-----------|------------|-----------|------------|-----------|------------|-----------|
|  | <b>Yes</b> | <b>No</b> | <b>Yes</b> | <b>No</b> | <b>Yes</b> | <b>No</b> | <b>Yes</b> | <b>No</b> |
| <b>5a</b> Were gross proceeds invested in a guaranteed investment contract (GIC)?                                |            | X         |            |           |            |           |            |           |
| <b>b</b> Name of provider . . . . .  |            |           |            |           |            |           |            |           |
| <b>c</b> Term of GIC . . . . .   |            |           |            |           |            |           |            |           |
| <b>d</b> Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied? . . . . .   |            |           |            |           |            |           |            |           |
| <b>6</b> Were any gross proceeds invested beyond an available temporary period?                                  |            | X         |            |           |            |           |            |           |
| <b>7</b> Has the organization established written procedures to monitor the requirements of section 148? . . . . | X          |           |            |           |            |           |            |           |

**Part V Procedures To Undertake Corrective Action**

|  | <b>A</b>   |           | <b>B</b>   |           | <b>C</b>   |           | <b>D</b>   |           |
|--|------------|-----------|------------|-----------|------------|-----------|------------|-----------|
|  | <b>Yes</b> | <b>No</b> | <b>Yes</b> | <b>No</b> | <b>Yes</b> | <b>No</b> | <b>Yes</b> | <b>No</b> |
| Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations? | X          |           |            |           |            |           |            |           |

**Part VI Supplemental Information.** Provide additional information for responses to questions on Schedule K (see instructions).

**SCHEDULE O**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Name of the organization  
Baylor Scott & White Holdings

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at  
[www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2017**

**Open to Public  
Inspection**

**Employer identification number**

46-3130985

**990 Schedule O, Supplemental Information**

| Return Reference                     | Explanation  |
|--------------------------------------|--|
| Form 990, Part VI, Section A, line 2 | Business Relationship Drayton McLane, Jr and Lyndon L Olson, Jr Business Relationship Jack Martin and Drayton McLane, Jr |

**990 Schedule O, Supplemental Information**

| Return<br>Reference                           | Explanation   |
|---|---|
| Form 990,<br>Part VI,<br>Section A,<br>line 4 | <p>Since the prior Form 990 was filed, the following changes have been made to the Organization's bylaws. Amendments were made effective July 1, 2017 to provide for a single, three-year term for the offices of Chair and Vice Chair of the governing body. Effective July 1, 2018, the Chief Executive Officer will be an ex officio, voting member of the governing body, a vacancy occurs upon the expiration the member's current term without reappointment, and board members will be required to satisfy and attest to annual board education requirements. Additionally, the Compensation and Governance Committee is divided into a Compensation Committee that is responsible for compensation matters and a Governance Committee that is responsible for governance matters. Effective October 1, 2018, the revised bylaws provide that the Organization's governing body appoints the Chief Executive Officer, President and Secretary, as required under state law, and the Treasurer, as required by our banking relationships, the other officers will be appointed by the Chief Executive Officer in accordance with current governance practices, and the indemnification section of the bylaws has been revised to provide the maximum protection available to the Organization's members of the governing body and officers under state law while protecting the interests of the corporation.</p> |

**990 Schedule O, Supplemental Information**

| Return<br>Reference                             | Explanation   |
|---|---|
| Form 990,<br>Part VI,<br>Section B,<br>line 11b | Process used to review the Form 990 The Form 990 is prepared and reviewed by the BSWH tax department During the return preparation process the tax department works with other functional areas including finance, accounting, treasury, legal, human resources, and corporate compliance for advice, information and assistance to prepare a complete and accurate return Upon completion, the Form 990 is reviewed by the organization's President, financial officer and/or other key officers A complete final copy of the return is provided to the organization's governing body prior to filing with the IRS |

**990 Schedule O, Supplemental Information**

| Return<br>Reference                             | Explanation   |
|---|---|
| Form 990,<br>Part VI,<br>Section B,<br>line 12c | <p>Process used to monitor and enforce compliance with the organization's conflict of interest policy Persons with an actual or perceived ability to influence the organization have the duty to disclose annually and otherwise promptly as potential conflicts are identified, any familial, professional or financial relationships with entities or individuals that do, or seek to do business with the organization or that compete with the organization These individuals include the organization's officers, governing body, management, physicians with administrative services agreements, employed physicians and other key personnel who interact with outside organizations or businesses on behalf of the organization The BSW Holdings Board of Trustees Audit and Compliance Committee and the BSW Holdings Corporate Compliance Committee review all relevant disclosures submitted by these individuals to determine whether a conflict of interest exists and to determine an appropriate resolution, if necessary Any individual with a perceived or potential conflict is prohibited from voting or participating in the decision making process regarding such transaction with that individual</p> |

**990 Schedule O, Supplemental Information**

| Return Reference                      | Explanation   |
|---------------------------------------|---|
| Form 990, Part VI, Section B, line 15 | <p>Process for determining compensation The organization, a controlled affiliate of BSW Holdings, recognizes that those chosen to lead the organization are vital to its ongoing success and growth Thus, it must attract, retain and engage the highest quality officers and key employees to lead the organization and help the organization maintain its national reputation for achieving high targets for medical quality, patient safety, and patient satisfaction A significant portion of the organization's officers and key employees' total compensation is based on significant performance achievements This strategy places a greater emphasis on the importance of the organization achieving targeted improvements in the areas of people, quality, patient satisfaction and financial stewardship, annually Total executive compensation is part of an integrated talent management strategy developed by the BSW Holdings Board of Trustees and its Compensation Committee to attract, motivate, and retain the best leadership resources for the organization Executive compensation is determined pursuant to guidelines outlined in the intermediate sanction rules under IRC Section 4958 including taking steps to meet the rebuttable presumption standard of reasonableness under Treasury Regulation 53.4958-6, as summarized below When making compensation decisions, the organization compares itself to similarly-sized, and structured businesses including other integrated health care service systems and other similarly-sized organizations, both locally and nationally Each year the BSW Holdings Board of Trustees and the Compensation Committee, on behalf of the organization through reserved powers held by BSW Holdings, works directly with an independent compensation expert(s) to identify reasonable and competitive market rates as well as provide an annual review of the total compensation of the organization's top management officials and other officers and key employees to ensure total compensation is within a fair market range The annual review included management reviewing all officers and key employees listed on the Form 990 during the current tax year Any individual whose direct compensation exceeded the projected compensation from prior year, any new individual whose position has not been reviewed by the Compensation Committee during the prior 2 years, or any individual whose responsibilities or scope of operations expanded during the current year were reviewed by the Compensation Committee during the current tax year The Compensation Committee is made up of members of the BSW Holdings Board of Trustees, who are independent, community volunteers Guided by the information provided by the independent compensation expert(s), the Compensation Committee approves the annual process and methodology for setting fair market salary ranges, earned incentives, and/or benefit offerings for the organization's President, other officers and/or key employees to be comparable to similar organizations</p> |

## 990 Schedule O, Supplemental Information

| Return Reference                      | Explanation  |
|---------------------------------------|--|
| Form 990, Part VI, Section B, line 15 | ions for similar services and/or positions. Furthermore, the Compensation Committee is charged with the responsibility of reviewing annually the major elements of the executive compensation program to assure designs remain consistent with the business needs, market practices, and compensation philosophy. As part of the decision making process, the Compensation Committee will often meet in executive session to discuss and review recommendations made by the independent compensation expert(s). No officer or key employee whose compensation is being reviewed is present during these discussions. All decisions are properly documented in the minutes of the meetings. |

**990 Schedule O, Supplemental Information**

| Return<br>Reference                            | Explanation  |
|--|--|
| Form 990,<br>Part VI,<br>Section C,<br>line 19 | Process for making governing documents, conflict of interest policy, & financial statements available to the public The organization's certificate of formation and amendments thereto are made available to the public by the filing of those documents with the Texas Secretary of State Also, the organization is included within the combined financial statements of BSW Holdings that are made available to the public by the posting of those documents through DAC Bond The organization's other governing documents and conflicts of interest policy are not made available to the public |

**990 Schedule O, Supplemental Information**

| Return<br>Reference               | Explanation   |
|-----------------------------------|---|
| Form 990,<br>Part IX, line<br>11g | Contract Labor Program service expenses 3,300 Management and general expenses 0 Fundraising expenses 0 Total expenses 3,300 Other Purchased Services Program service expenses 289,212 Management and general expenses 1,102,550 Fundraising expenses 0 Total expenses 1,391,762 Repairs & Maintenance Program service expenses 388 Management and general expenses 0 Fundraising expenses 0 Total expenses 388 Professional Fees Program service expenses 9,538,606 Management and general expenses 0 Fundraising expenses 0 Total expenses 9,538,606 Corporate Overhead Program service expenses 19,084,783 Management and general expenses 0 Fundraising expenses 0 Total expenses 19,084,783 |

**990 Schedule O, Supplemental Information**

| Return<br>Reference             | Explanation  |
|---------------------------------|--|
| Form 990,<br>Part XI, line<br>9 | Transfer of tax exempt bond assets/liabilities to tax exempt parent -338,919,429   Self Insurance Liability Reserve -3,623<br>Distributions to/from tax exempt affiliate 497,149,307 |

**990 Schedule O, Supplemental Information**

| Return Reference                                 | Explanation   |
|--|---|
| Supplemental Information, Section 6038 Statement | Disclosure Statement Related to Forms 5471, Information Return of U S Persons with Respect to Certain Foreign Corporations, Filed on Behalf of the Taxpayer In accordance with IRC Section 6038 and the constructive ownership rules of IRC Sections 958(a) and (b), the taxpayer is required to file Forms 5471, Information Return of U S Persons with Respect to Certain Foreign Corporations, with respect to certain controlled foreign corporations (CFCs) including Baylor Scott & White Assurance SPC These filing requirements are or will be satisfied through the filing of Form 5471 for this CFC by the U S taxpayer identified below who has the same filing requirement Taxpayer Name Baylor University Medical Center Taxpayer Address 2001 Bryan Street Suite 2200 Dallas, TX 75201 Taxpayer Identification Number of U S tax return with which the Forms 5471 were or will be filed 75-1837454 IRS Service Center where U S tax return was or will be filed E-filed |

SCHEDULE R  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Name of the organization  
Baylor Scott & White Holdings

Related Organizations and Unrelated Partnerships

► Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.  
► Attach to Form 990.  
► Information about Schedule R (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

2017

Open to Public Inspection

Employer identification number

46-3130985

Part I

Identification of Disregarded Entities

Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

| (a)<br>Name, address, and EIN (if applicable) of disregarded entity | (b)<br>Primary activity | (c)<br>Legal domicile (state or foreign country) | (d)<br>Total income | (e)<br>End-of-year assets | (f)<br>Direct controlling entity |
|---|-------------------------|--|---------------------|---------------------------|----------------------------------|
|   |                         |  |                     |                           |                                  |
|   |                         |  |                     |                           |                                  |
|   |                         |  |                     |                           |                                  |
|   |                         |  |                     |                           |                                  |
|   |                         |  |                     |                           |                                  |

Part II

Identification of Related Tax-Exempt Organizations

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

See Additional Data Table

| (a)<br>Name, address, and EIN of related organization | (b)<br>Primary activity | (c)<br>Legal domicile (state or foreign country) | (d)<br>Exempt Code section | (e)<br>Public charity status (if section 501(c)(3)) | (f)<br>Direct controlling entity | (g)<br>Section 512(b)(13) controlled entity? |    |
|---|-------------------------|--|----------------------------|---|----------------------------------|--|----|
|   |                         |  |                            |   |                                  | Yes  | No |
|   |                         |  |                            |   |                                  |  |    |
|   |                         |  |                            |   |                                  |  |    |
|   |                         |  |                            |   |                                  |  |    |
|   |                         |  |                            |   |                                  |  |    |
|   |                         |  |                            |   |                                  |  |    |
|   |                         |  |                            |   |                                  |  |    |

**Part III Identification of Related Organizations Taxable as a Partnership** Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

See Additional Data Table

| (a)<br>Name, address, and EIN of<br>related organization | (b)<br>Primary<br>activity | (c)<br>Legal<br>domicile<br>(state<br>or<br>foreign<br>country) | (d)<br>Direct<br>controlling<br>entity | (e)<br>Predominant<br>income(related,<br>unrelated,<br>excluded from<br>tax under<br>sections 512-<br>514) | (f)<br>Share of<br>total income | (g)<br>Share of<br>end-of-year<br>assets | (h)<br>Disproportionate<br>allocations? |    | (i)<br>Code V-UBI<br>amount in box<br>20 of<br>Schedule K-1<br>(Form 1065) | (j)<br>General or<br>managing<br>partner? |    | (k)<br>Percentage<br>ownership |
|--|----------------------------|---|--|--|---------------------------------|--|---|----|--|---|----|--------------------------------|
|  |                            |   |  |  |                                 |  | Yes                                     | No |  | Yes                                       | No |                                |
|  |                            |   |  |  |                                 |  |   |    |  |   |    |                                |
|  |                            |   |  |  |                                 |  |   |    |  |   |    |                                |
|  |                            |   |  |  |                                 |  |   |    |  |   |    |                                |
|  |                            |   |  |  |                                 |  |   |    |  |   |    |                                |
|  |                            |   |  |  |                                 |  |   |    |  |   |    |                                |
|  |                            |   |  |  |                                 |  |   |    |  |   |    |                                |

**Part IV Identification of Related Organizations Taxable as a Corporation or Trust** Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

| (a)<br>Name, address, and EIN of<br>related organization | (b)<br>Primary activity | (c)<br>Legal<br>domicile<br>(state or foreign<br>country) | (d)<br>Direct controlling<br>entity | (e)<br>Type of entity<br>(C corp, S corp,<br>or trust) | (f)<br>Share of total<br>income | (g)<br>Share of end-of-<br>year<br>assets | (h)<br>Percentage<br>ownership | (i)<br>Section 512(b)<br>(13) controlled<br>entity? |    |
|--|-------------------------|---|-------------------------------------|--|---------------------------------|---|--------------------------------|---|----|
|  |                         |   |                                     |  |                                 |   |                                | Yes   | No |
| See Additional Data Table                                |                         |   |                                     |  |                                 |   |                                |   |    |
|  |                         |   |                                     |  |                                 |   |                                |   |    |
|  |                         |   |                                     |  |                                 |   |                                |   |    |
|  |                         |   |                                     |  |                                 |   |                                |   |    |
|  |                         |   |                                     |  |                                 |   |                                |   |    |
|  |                         |   |                                     |  |                                 |   |                                |   |    |
|  |                         |   |                                     |  |                                 |   |                                |   |    |

**Part V Transactions With Related Organizations** Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of **(i)** interest, **(ii)** annuities, **(iii)** royalties, or **(iv)** rent from a controlled entity . . . . .
- b** Gift, grant, or capital contribution to related organization(s) . . . . .
- c** Gift, grant, or capital contribution from related organization(s) . . . . .
- d** Loans or loan guarantees to or for related organization(s) . . . . .
- e** Loans or loan guarantees by related organization(s) . . . . .
- f** Dividends from related organization(s) . . . . .
- g** Sale of assets to related organization(s) . . . . .
- h** Purchase of assets from related organization(s) . . . . .
- i** Exchange of assets with related organization(s) . . . . .
- j** Lease of facilities, equipment, or other assets to related organization(s) . . . . .
- k** Lease of facilities, equipment, or other assets from related organization(s) . . . . .
- l** Performance of services or membership or fundraising solicitations for related organization(s) . . . . .
- m** Performance of services or membership or fundraising solicitations by related organization(s) . . . . .
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) . . . . .
- o** Sharing of paid employees with related organization(s) . . . . .
- p** Reimbursement paid to related organization(s) for expenses . . . . .
- q** Reimbursement paid by related organization(s) for expenses . . . . .
- r** Other transfer of cash or property to related organization(s) . . . . .
- s** Other transfer of cash or property from related organization(s) . . . . .

|           | Yes | No |
|-----------|-----|----|
|           |     |    |
| <b>1a</b> | Yes |    |
| <b>1b</b> | Yes |    |
| <b>1c</b> |     | No |
| <b>1d</b> | Yes |    |
| <b>1e</b> |     | No |
| <b>1f</b> |     | No |
| <b>1g</b> |     | No |
| <b>1h</b> |     | No |
| <b>1i</b> |     | No |
| <b>1j</b> |     | No |
|           |     |    |
| <b>1k</b> |     | No |
| <b>1l</b> | Yes |    |
| <b>1m</b> | Yes |    |
| <b>1n</b> |     | No |
| <b>1o</b> |     | No |
|           |     |    |
| <b>1p</b> |     | No |
| <b>1q</b> |     | No |
|           |     |    |
| <b>1r</b> | Yes |    |
| <b>1s</b> | Yes |    |

**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

See Additional Data Table

| (a)<br>Name of related organization | (b)<br>Transaction<br>type (a-s) | (c)<br>Amount involved | (d)<br>Method of determining amount involved |
|-------------------------------------|----------------------------------|------------------------|--|
|                                     |                                  |                        |  |
|                                     |                                  |                        |  |
|                                     |                                  |                        |  |
|                                     |                                  |                        |  |
|                                     |                                  |                        |  |
|                                     |                                  |                        |  |

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

**Part VII**      **Supplemental Information**

Provide additional information for responses to questions on Schedule R (see instructions)

Additional Data

Software ID:  
Software Version:  
EIN: 46-3130985  
Name: Baylor Scott & White Holdings

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

| (a)<br>Name, address, and EIN of related organization          | (b)<br>Primary activity           | (c)<br>Legal domicile<br>(state<br>or foreign country) | (d)<br>Exempt Code<br>section | (e)<br>Public charity<br>status<br>(if section 501(c)<br>(3)) | (f)<br>Direct controlling<br>entity | (g)<br>Section 512<br>(b)(13)<br>controlled<br>entity? |    |
|--|-----------------------------------|--|-------------------------------|---|-------------------------------------|--|----|
|  |                                   |  |                               |   |                                     | Yes  | No |
| 2001 Bryan Street Suite 2200<br>Dallas, TX 75201<br>75-1947007 | Fundraising                       | TX   | 501(c)(3)                     | Line 7  | Baylor All Saints<br>Medical Center | Yes  |    |
| 2001 Bryan Street Suite 2200<br>Dallas, TX 75201<br>75-1008430 | Hospital                          | TX   | 501(c)(3)                     | Line 3  | Baylor Health Care<br>System        | Yes  |    |
| 2001 Bryan Street Suite 2200<br>Dallas, TX 75201<br>75-1812652 | Management Services               | TX   | 501(c)(3)                     | Line 12b, II  | Baylor Scott & White<br>Holdings    | Yes  |    |
| 2001 Bryan Street Suite 2200<br>Dallas, TX 75201<br>75-1848557 | VEBA                              | TX   | 501(c)(9)                     |   | Baylor Health Care<br>System        | Yes  |    |
| 2001 Bryan Street Suite 2200<br>Dallas, TX 75201<br>75-1606705 | Fundraising                       | TX   | 501(c)(3)                     | Line 7  | Baylor Health Care<br>System        | Yes  |    |
| 2001 Bryan Street Suite 2200<br>Dallas, TX 75201<br>75-1917311 | Inactive                          | TX   | 501(c)(3)                     | Line 3  | Baylor Health Care<br>System        | Yes  |    |
| 2001 Bryan Street Suite 2200<br>Dallas, TX 75201<br>75-1037226 | Rehabilitation Hospital           | TX   | 501(c)(3)                     | Line 3  | Baylor Health Care<br>System        | Yes  |    |
| 2001 Bryan Street Suite 2200<br>Dallas, TX 75201<br>45-4510252 | Hospital                          | TX   | 501(c)(3)                     | Line 3  | Baylor Health Care<br>System        | Yes  |    |
| 2001 Bryan Street Suite 2200<br>Dallas, TX 75201<br>75-2586857 | Hospital                          | TX   | 501(c)(3)                     | Line 3  | Baylor Health Care<br>System        | Yes  |    |
| 2001 Bryan Street Suite 2200<br>Dallas, TX 75201<br>75-1844139 | Hospital                          | TX   | 501(c)(3)                     | Line 3  | Baylor Health Care<br>System        | Yes  |    |
| 2001 Bryan Street Suite 2200<br>Dallas, TX 75201<br>75-1037591 | Hospital                          | TX   | 501(c)(3)                     | Line 3  | Baylor Health Care<br>System        | Yes  |    |
| 2001 Bryan Street Suite 2200<br>Dallas, TX 75201<br>75-1777119 | Hospital                          | TX   | 501(c)(3)                     | Line 3  | Baylor Health Care<br>System        | Yes  |    |
| 2001 Bryan Street Suite 2200<br>Dallas, TX 75201<br>82-0551704 | Hospital                          | TX   | 501(c)(3)                     | Line 3  | Baylor Health Care<br>System        | Yes  |    |
| 2001 Bryan Street Suite 2200<br>Dallas, TX 75201<br>75-1921898 | Research                          | TX   | 501(c)(3)                     | Line 4  | Baylor Health Care<br>System        | Yes  |    |
| 2001 Bryan Street Suite 2200<br>Dallas, TX 75201<br>46-3131350 | Management Services               | TX   | 501(c)(3)                     | Line 12b, II  | Baylor Scott & White<br>Holdings    | Yes  |    |
| 2001 Bryan Street Suite 2200<br>Dallas, TX 75201<br>75-1765385 | Long Term Acute Care<br>Hospitals | TX   | 501(c)(3)                     | Line 3  | Baylor Health Care<br>System        | Yes  |    |
| 2001 Bryan Street Suite 2200<br>Dallas, TX 75201<br>75-1837454 | Hospital                          | TX   | 501(c)(3)                     | Line 3  | Baylor Health Care<br>System        | Yes  |    |
| 2001 Bryan Street Suite 2200<br>Dallas, TX 75201<br>75-2536818 | Physician Services                | TX   | 501(c)(3)                     | Line 3  | Baylor Health Care<br>System        | Yes  |    |
| 100 Hillcrest Medical Blvd<br>Waco, TX 76712<br>74-1161944     | Hospital                          | TX   | 501(c)(3)                     | Line 3  | Scott & White Memorial<br>Hospital  | Yes  |    |
| 100 Hillcrest Medical Blvd<br>Waco, TX 76712<br>74-2730350     | Physician Services                | TX   | 501(c)(3)                     | Line 12a, I   | Hillcrest Baptist<br>Medical Center | Yes  |    |

| Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations |                                   |   |                            |  |                                  |   |    |
|--|-----------------------------------|---|----------------------------|--|----------------------------------|---|----|
| (a)<br>Name, address, and EIN of related organization                              | (b)<br>Primary activity           | (c)<br>Legal domicile<br>(state or foreign country) | (d)<br>Exempt Code section | (e)<br>Public charity status<br>(if section 501(c)(3)) | (f)<br>Direct controlling entity | (g)<br>Section 512 (b)(13) controlled entity? |    |
|  |                                   |   |                            |  |                                  | Yes   | No |
| 100 Hillcrest Medical Blvd<br>Waco, TX 76712<br>74-2967081                         | Physician Services                | TX  | 501(c)(3)                  | Line 12a, I  | Hillcrest Baptist Medical Center | Yes   |    |
| 2001 Bryan Street Suite 2200<br>Dallas, TX 75201<br>75-1570933                     | Fundraising                       | TX  | 501(c)(3)                  | Line 7   | Baylor Medical Center at Irving  | Yes   |    |
| 2401 S 31st Street<br>Temple, TX 76508<br>74-2958277                               | Physician Services                | TX  | 501(c)(3)                  | Line 10  | Scott & White Healthcare         | Yes   |    |
| 2401 S 31st Street<br>Temple, TX 76508<br>20-2850920                               | Long Term Acute Care Hospital     | TX  | 501(c)(3)                  | Line 3   | Scott & White Healthcare         | Yes   |    |
| 2401 S 31st Street<br>Temple, TX 76508<br>75-3242749                               | Emergency Transport               | TX  | 501(c)(3)                  | Line 10  | Scott & White Memorial Hospital  | Yes   |    |
| 2401 S 31st Street<br>Temple, TX 76508<br>74-2460815                               | Fundraising                       | TX  | 501(c)(3)                  | Line 7   | Scott & White Hospital-Brenham   | Yes   |    |
| 2401 S 31st Street<br>Temple, TX 76508<br>74-2052197                               | HMO/Insurance                     | TX  | 501(c)(4)                  |  | Baylor Scott & White Holdings    | Yes   |    |
| 2401 S 31st Street<br>Temple, TX 76508<br>26-4532547                               | Management Services               | TX  | 501(c)(3)                  | Line 12b, II   | Baylor Scott & White Holdings    | Yes   |    |
| 2401 S 31st Street<br>Temple, TX 76508<br>27-3513154                               | Fundraising                       | TX  | 501(c)(3)                  | Line 7   | Scott & White Healthcare         | Yes   |    |
| 2401 S 31st Street<br>Temple, TX 76508<br>74-2519752                               | Hospital                          | TX  | 501(c)(3)                  | Line 3   | Scott & White Healthcare         | Yes   |    |
| 2401 S 31st Street<br>Temple, TX 76508<br>27-4434451                               | Hospital                          | TX  | 501(c)(3)                  | Line 3   | Scott & White Healthcare         | Yes   |    |
| 2401 S 31st Street<br>Temple, TX 76508<br>27-3026151                               | Hospital                          | TX  | 501(c)(3)                  | Line 3   | Scott & White Healthcare         | Yes   |    |
| 2401 S 31st Street<br>Temple, TX 76508<br>46-4007700                               | Hospital                          | TX  | 501(c)(3)                  | Line 3   | Scott & White Healthcare         | Yes   |    |
| 2401 S 31st Street<br>Temple, TX 76508<br>20-3749695                               | Hospital                          | TX  | 501(c)(3)                  | Line 3   | Scott & White Healthcare         | Yes   |    |
| 2401 S 31st Street<br>Temple, TX 76508<br>74-1595711                               | Hospital                          | TX  | 501(c)(3)                  | Line 3   | Scott & White Healthcare         | Yes   |    |
| 2401 S 31st Street<br>Temple, TX 76508<br>74-1166904                               | Hospital                          | TX  | 501(c)(3)                  | Line 3   | Scott & White Healthcare         | Yes   |    |
| 2001 Bryan Street Suite 2200<br>Dallas, TX 75201<br>26-3087442                     | Diabetes Health & Wellness Center | TX  | 501(c)(3)                  | Line 12a, I  | Baylor University Medical Center | Yes   |    |
| 2401 S 31st Street<br>Temple, TX 76508<br>81-3040663                               | Hospital                          | TX  | 501(c)(3)                  | Line 3   | Baylor Scott & White Health      | Yes   |    |
| 2001 Bryan Street Ste 2200<br>Dallas, TX 75201<br>81-0872075                       | Physician Services/Emergency Care | TX  | 501(c)(3)                  | Line 3   | Baylor University Medical Center | Yes   |    |
| 2001 Bryan Street Ste 2200<br>Dallas, TX 75201<br>82-4052186                       | Hospital                          | TX  | 501(c)(3)                  | Line 3   | Baylor Health Care System        | Yes   |    |

| Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations |                         |   |                            |  |                                  |   |    |
|--|-------------------------|---|----------------------------|--|----------------------------------|---|----|
| (a)<br>Name, address, and EIN of related organization                              | (b)<br>Primary activity | (c)<br>Legal domicile<br>(state or foreign country) | (d)<br>Exempt Code section | (e)<br>Public charity status<br>(if section 501(c)(3)) | (f)<br>Direct controlling entity | (g)<br>Section 512 (b)(13) controlled entity? |    |
|  |                         |   |                            |  |                                  | Yes   | No |
| 2401 S 31st St<br>Temple, TX 76508<br>82-2794853                                   | HMO/Insurance           | TX  | 501(c)(4)                  |  | Scott & White Health Plan        | Yes   |    |

**Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership**[illegible]

**Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership**[illegible]





| Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust                             |                                    |   |                                     |  |                                 |   |                                |  |    |
|---|------------------------------------|---|-------------------------------------|--|---------------------------------|---|--------------------------------|--|----|
| (a)<br>Name, address, and EIN of<br>related organization  | (b)<br>Primary activity            | (c)<br>Legal<br>domicile<br>(state or foreign<br>country) | (d)<br>Direct controlling<br>entity | (e)<br>Type of entity<br>(C corp, S corp,<br>or trust) | (f)<br>Share of total<br>income | (g)<br>Share of end-of-<br>year<br>assets | (h)<br>Percentage<br>ownership | (i)<br>Section 512<br>(b)(13)<br>controlled<br>entity? |    |
|   |                                    |   |                                     |  |                                 |   |                                | Yes  | No |
| Baylor All Saints Med Cntr at Ft Worth Condo Owners Association Inc<br>2001 Bryan Street Suite 2200<br>Dallas, TX 75201<br>26-1661900 | Condo Association                  | TX  | N/A                                 | C  |                                 |   |                                | Yes  |    |
| Baylor Health Enterprises LP<br>2001 Bryan Street Suite 2200<br>Dallas, TX 75201<br>75-1997378  | Fitness Center/Pharmacy/<br>Hotel  | TX  | N/A                                 | C  |                                 |   |                                | Yes  |    |
| Baylor Health Network Inc<br>2001 Bryan Street Suite 2200<br>Dallas, TX 75201<br>75-2463251   | Health Care Consulting<br>Services | TX  | N/A                                 | C  |                                 |   |                                | Yes  |    |
| Baylor Med Ctr at Grapevine Condo Owners Association Inc<br>2001 Bryan Street Suite 2200<br>Dallas, TX 75201<br>75-2747555            | Condo Association                  | TX  | N/A                                 | C  |                                 |   |                                | Yes  |    |
| Baylor Quality Health Care Alliance LLC<br>2001 Bryan Street Suite 2200<br>Dallas, TX 75201<br>45-4015863                             | ACO                                | TX  | N/A                                 | C  |                                 |   |                                | Yes  |    |
| Baylor Scott & White Assurance<br>23 Lime Tree Bay<br>Grand Cayman<br>CJ 98-0589956   | Investment                         | CJ  | N/A                                 | C  |                                 |   |                                | Yes  |    |
| BMP Incorporated<br>2001 Bryan Street Suite 2200<br>Dallas, TX 75201<br>75-1436779  | Post Office                        | TX  | N/A                                 | C  |                                 |   |                                | Yes  |    |
| BUMCRoberts Condominium Owners Association Inc<br>2001 Bryan Street Suite 2200<br>Dallas, TX 75201<br>75-2897806                      | Condo Association                  | TX  | N/A                                 | C  |                                 |   |                                | Yes  |    |
| Charitable Lead Trusts (2)  | Investment                         | TX  | N/A                                 | T  |                                 |   |                                |  | No |
| Charitable Remainder Trusts (60)  | Investment                         | TX  | N/A                                 | T  |                                 |   |                                |  | No |
| Hillcrest Health Holdings Inc<br>3000 Herring St<br>Waco, TX 76708<br>74-2793367  | Inactive                           | TX  | N/A                                 | C  |                                 |   |                                | Yes  |    |
| Insurance Company of Scott & White<br>2401 S 31st Street<br>Temple, TX 76508<br>74-3092083  | Insurance                          | TX  | N/A                                 | C  |                                 |   |                                | Yes  |    |

| Form 990, Schedule R, Part V - Transactions With Related Organizations |                              |                        |  |
|--|------------------------------|------------------------|--|
| (a)<br>Name of related organization                                    | (b)<br>Transaction type(a-s) | (c)<br>Amount involved | (d)<br>Method of determining amount involved |
| Scott & White Health Plan  | A                            | 2,472,000              | GAAP   |
| Scott & White Hospital Round Rock                                      | A                            | 9,022,367              | GAAP   |
| Baylor Scott & White Medical Centers-Capitol Area                      | A                            | 1,110,031              | GAAP   |
| Century Integrated Partners Inc  | A                            | 20,445                 | GAAP   |
| Hillcrest Baptist Medical Center                                       | A                            | 904,745                | GAAP   |
| Scott & White Clinic   | A                            | 1,952,647              | GAAP   |
| Scott & White Continuing Care Hospital                                 | A                            | 672,994                | GAAP   |
| Scott & White Hospital-College Station                                 | A                            | 7,729,376              | GAAP   |
| Scott & White Memorial Hospital  | A                            | 2,120,145              | GAAP   |
| Scott & White Healthcare   | B                            | 172,570,716            | GAAP   |
| Baylor Health Care System  | B                            | 166,348,713            | GAAP   |
| Baylor Medical Centers at Garland & McKinney                           | D                            | 20,125,000             | GAAP   |
| Baylor Scott & White Medical Centers-Capitol Area                      | D                            | 36,774,597             | GAAP   |
| Century Integrated Partners Inc  | D                            | 3,000,000              | GAAP   |
| Scott & White Clinic   | D                            | 53,880,768             | GAAP   |
| Scott & White Hospital Round Rock                                      | D                            | 153,299,717            | GAAP   |
| Scott & White Hospital-Taylor  | D                            | 1,084,950              | GAAP   |
| Baylor Scott & White Health  | L                            | 30,778,370             | GAAP   |
| Baylor Scott & White Health  | M                            | 29,092,398             | GAAP   |
| Scott & White Healthcare   | S                            | 362,153,348            | GAAP   |